STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER
4-17D-45 BTR

2. TYPE OF WORK
DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○

3. FIELD OR WILDCAT
UNDESIGNATED

4. TYPE OF WELL
Oil Well Coalbed Methane Well: NO

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
BILL BARRETT CORP

7. OPERATOR PHONE
303 312-8164

8. ADDRESS OF OPERATOR
1099 18th Street Ste 2300, Denver, CO, 80202

9. OPERATOR E-MAIL
dspencer@billbarrettcorp.com

10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)
2OG0005608

11. MINERAL OWNERSHIP
FEDERAL ○ INDIAN ◉ STATE ○ FEE ○

12. SURFACE OWNERSHIP
FEDERAL ○ INDIAN ◉ STATE ○ FEE ○

13. NAME OF SURFACE OWNER (if box 12 = 'fee')

14. SURFACE OWNER PHONE (if box 12 = 'fee')

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')
Ute

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ○ (Submit Commingling Application) NO ◉

19. SLANT
VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	595 FNL 468 FWL	NWNW	17	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	718 FNL 666 FWL	NWNW	17	4.0 S	5.0 W	U
At Total Depth	810 FNL 810 FWL	NWNW	17	4.0 S	5.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
666

23. NUMBER OF ACRES IN DRILLING UNIT
160

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
2296

26. PROPOSED DEPTH
MD: 8943 TVD: 8919

27. ELEVATION - GROUND LEVEL
6456

28. BOND NUMBER
LPM 8874725

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
Duchesne City Culinary Water Dock

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
Surf	14.75	10.75	0 - 2200	45.5	J-55 ST&C	8.8	Halliburton Light , Type Unknown	540	3.16	11.0
							Halliburton Premium , Type Unknown	360	1.36	14.8
Prod	9.875	5.5	0 - 8943	17.0	P-110 LT&C	9.7	Unknown	970	2.31	11.0
							Unknown	1240	1.42	13.5

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
☑ TOPOGRAPHICAL MAP

NAME Tracey Fallang **TITLE** Regulatory Manager **PHONE** 303 312-8134

SIGNATURE **DATE** 04/15/2011 **EMAIL** tfallang@billbarrettcorp.com

API NUMBER ASSIGNED
43013506870000

APPROVAL

Permit Manager

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DRILLING PLAN

BILL BARRETT CORPORATION

4-17D-45 BTR Well Pad
NWNW, 595' FNL, 468' FWL, Section 17, T4S, R5W, USB&M (surface hole)
NWNW, 810' FNL, 810' FWL, Section 17, T4S, R5W, USB&M (bottom hole)
Duchesne County, Utah

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1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

Formation	Depth – MD	Depth – TVD
Lower Green River*	4573'	4559'
Douglas Creek	5439'	5419'
Black Shale	6293'	6269'
Castle Peak	6533'	6509'
Uteland Butte	6833'	6809'
Wasatch*	7048'	7024'
TD	8943'	8919'

*PROSPECTIVE PAY
Members of the Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2200'	No pressure control required
2200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
14 3/4"	Surface	2200'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 8-3/4"	Surface	TD	5 ½"	17#	P-110	LT&C	New
NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).							

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Bill Barrett Corporation
Drilling Program
4-17D-45 BTR
Duchesne County, Utah

5. Cementing Program

Casing	Cement
16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	*Lead* with approximately 540 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. *Tail* with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx). Calculated hole volume with 75% excess.
9-7/8 hole for 5 ½" Production Casing May reduce hole size to 8-3/4" at 6000' if minimal hole problems.	*Lead* with approximately 970 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). *Tail* with approximately 1240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC 1700'.
NOTE: If 7-5/8" casing is necessary, cement with Lead with approximately 700 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). Tail with approximately 240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC surface. We will perform a FIT to 10.2 ppg after drilling 20' of new hole. **The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.**	

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2200'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2200' – TD	8.6 – 9.7	42 – 52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.
NOTE: If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.	

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Bill Barrett Corporation
Drilling Program
4-17D-45 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4498 psi* and maximum anticipated surface pressure equals approximately 2536 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

9. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	Fall 2011
Spud:	Fall 2011
Duration:	15 days drilling time
	45 days completion time

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PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

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maintained for a period of at least ten (10) minutes or until the requirmentsof the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2.*

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

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Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2.* The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

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LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

AS OF: 2/18/2011

Well Name: 4-17D-45 BTR

Surface Hole Data:

Total Depth:	2,200'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	1655.0	ft³
Lead Fill:	1,700'	
Tail Volume:	486.8	ft³
Tail Fill:	500'	

Cement Data:

Lead Yield:	3.16	ft³/sk
% Excess:	75%	
Top of Lead:	0'	

Tail Yield:	1.36	ft³/sk
% Excess:	75%	
Top of Tail:	1,700'	

Calculated # of Sacks:

# SK's Lead:	540
# SK's Tail:	360

Production Hole Data:

Total Depth:	8,943'
Top of Cement:	1,700'
Top of Tail:	5,768'
OD of Hole:	9.875"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	2238.7	ft³
Lead Fill:	4,068'	
Tail Volume:	1747.4	ft³
Tail Fill:	3,175'	

Cement Data:

Lead Yield:	2.31	ft³/sk
Tail Yield:	1.42	ft³/sk
% Excess:	50%	

Calculated # of Sacks:

# SK's Lead:	970
# SK's Tail:	1240

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4-17D-45 BTR Proposed Cementing Program

Job Recommendation — **Surface Casing**

Lead Cement - (1700' - 0')

Halliburton Light Premium
- 5.0 lbm/sk Silicalite Compacted
- 0.25 lbm/sk Kwik Seal
- 0.125 lbm/sk Poly-E-Flake
- 2.0% Bentonite

Fluid Weight:	11.0	lbm/gal
Slurry Yield:	3.16	ft^3/sk
Total Mixing Fluid:	19.48	Gal/sk
Top of Fluid:	0'	
Calculated Fill:	1,700'	
Volume:	294.75	bbl
Proposed Sacks:	**540**	**sks**

Tail Cement - (TD - 1700')

Premium Cement
- 2.0% Calcium Chloride

Fluid Weight:	14.8	lbm/gal
Slurry Yield:	1.36	ft^3/sk
Total Mixing Fluid:	6.37	Gal/sk
Top of Fluid:	1,700'	
Calculated Fill:	500'	
Volume:	86.69	bbl
Proposed Sacks:	**360**	**sks**

Job Recommendation — **Production Casing**

Lead Cement - (5768' - 1700')

Tuned Light™ System

Fluid Weight:	11.0	lbm/gal
Slurry Yield:	2.31	ft^3/sk
Total Mixing Fluid:	10.65	Gal/sk
Top of Fluid:	1,700'	
Calculated Fill:	4,068'	
Volume:	398.69	bbl
Proposed Sacks:	**970**	**sks**

Tail Cement - (8943' - 5768')

Econocem™ System
- 0.125 lbm/sk Poly-E-Flake
- 1.0 lbm/sk Granulite TR 1/4

Fluid Weight:	13.5	lbm/gal
Slurry Yield:	1.42	ft^3/sk
Total Mixing Fluid:	6.61	Gal/sk
Top of Fluid:	5,768'	
Calculated Fill:	3,175'	
Volume:	311.20	bbl
Proposed Sacks:	**1240**	**sks**

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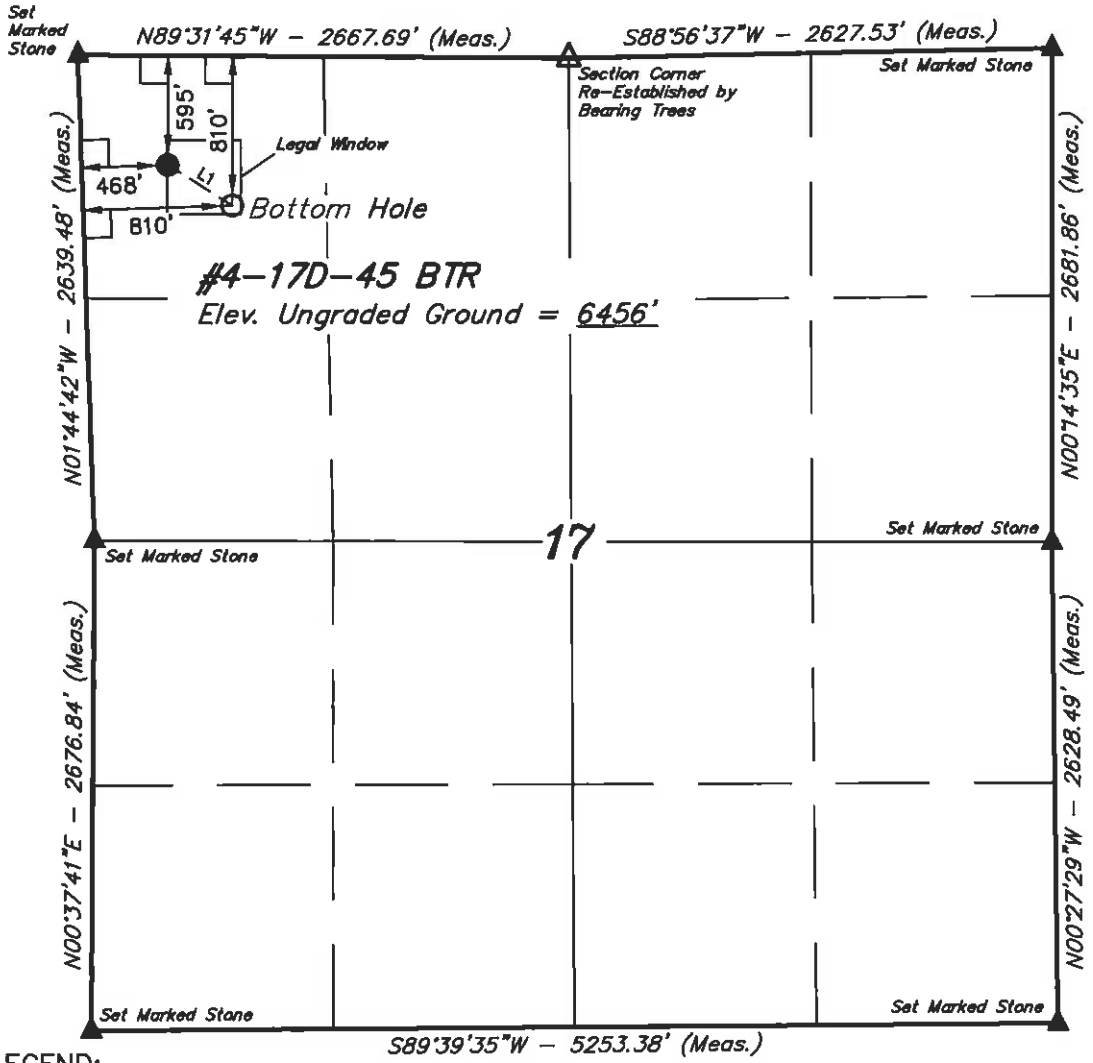
T4S, R5W, U.S.B.&M.



LEGEND:

- ∟ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

LINE TABLE		
LINE	BEARING	LENGTH
L1	S57°58'41"E	411.40'

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°08'16.85" (40.138014)	LATITUDE = 40°08'19.00" (40.138611)
LONGITUDE = 110°28'50.20" (110.480611)	LONGITUDE = 110°28'54.89" (110.481858)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°08'17.00" (40.138056)	LATITUDE = 40°08'19.15" (40.138653)
LONGITUDE = 110°28'47.64" (110.479900)	LONGITUDE = 110°28'52.13" (110.481147)

BILL BARRETT CORPORATION

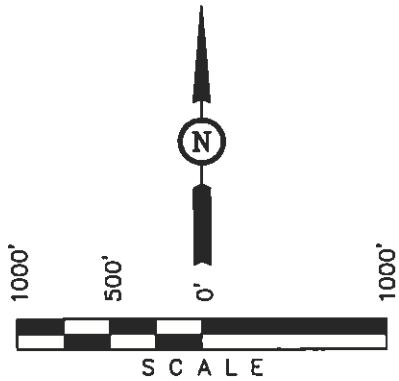
Well location, #4-17D-45 BTR, located as shown in the NW 1/4 NW 1/4 of Section 17, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR No. 161319 ROBERT L. KAY STATE OF UTAH

REVISED: 04-21-11 C.H. 04-21-11

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST – VERNAL, UTAH 84078		
(435) 789-1017		
SCALE: 1" = 1000'	DATE SURVEYED: 10-18-10	DATE DRAWN: 11-12-10
PARTY: T.A. C.W. C.C.	REFERENCES: G.L.O. PLAT	
WEATHER: COLD	FILE: BILL BARRETT CORPORATION	

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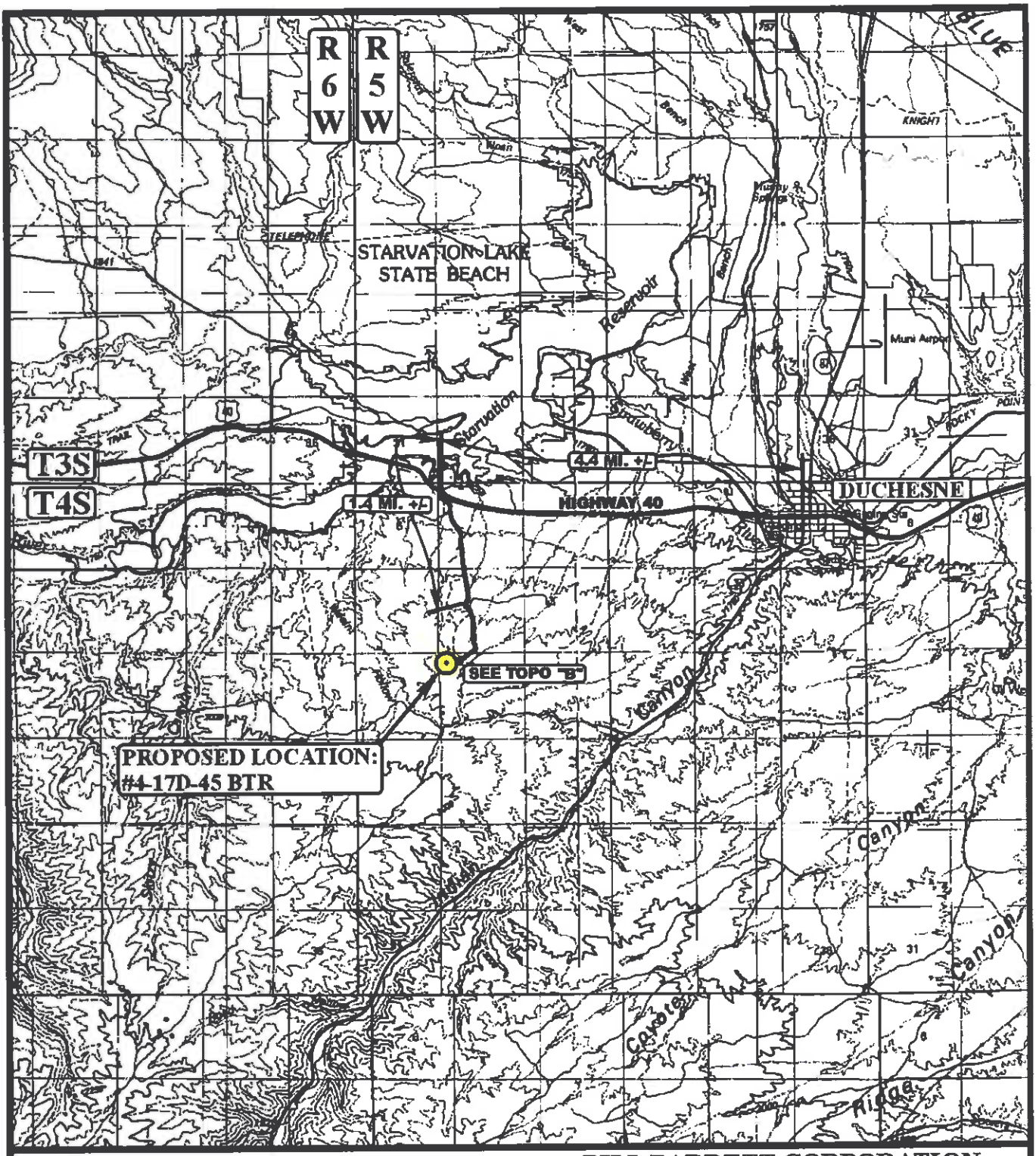
API Well Number: 43013506870000

API Well Number: 43013506870000



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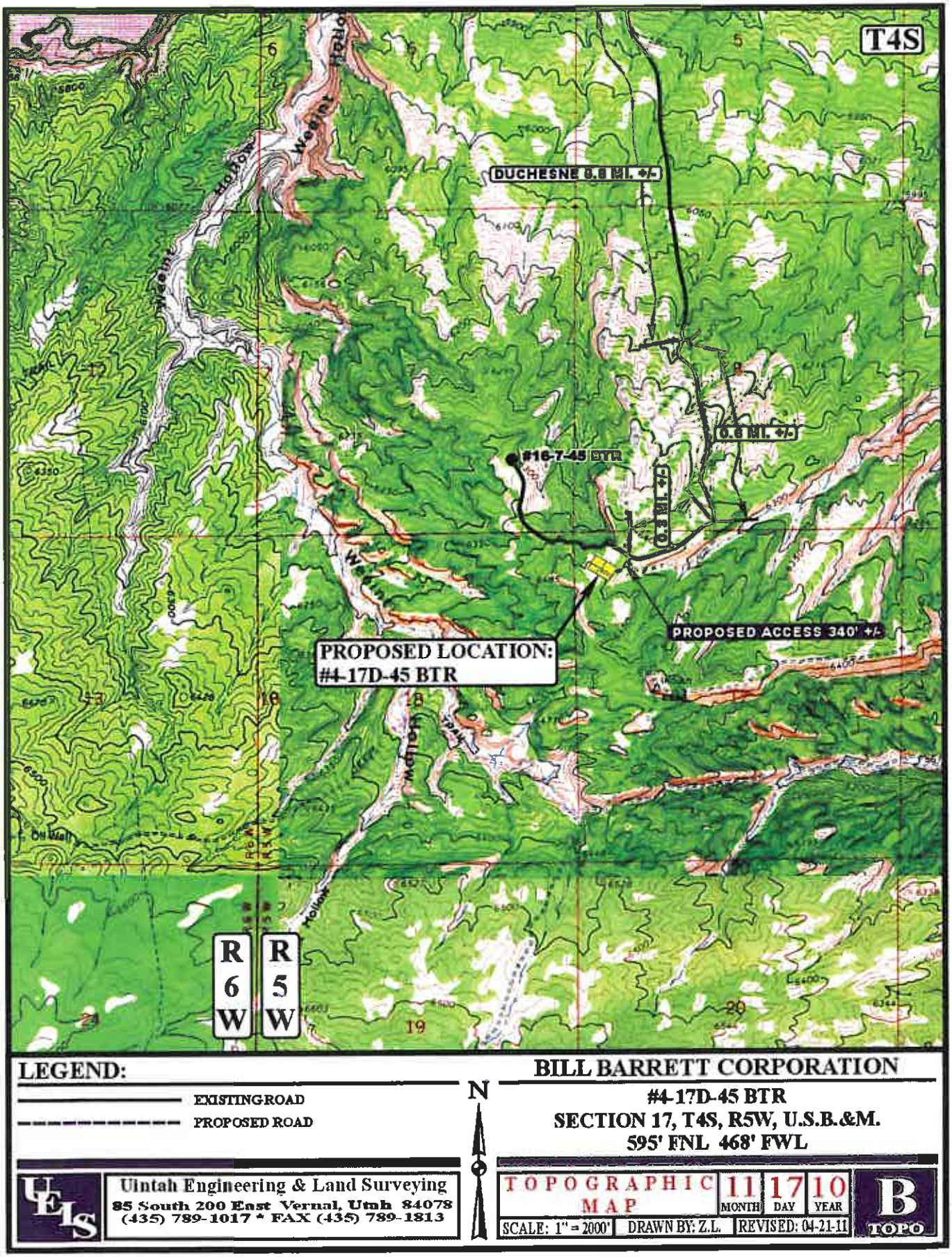

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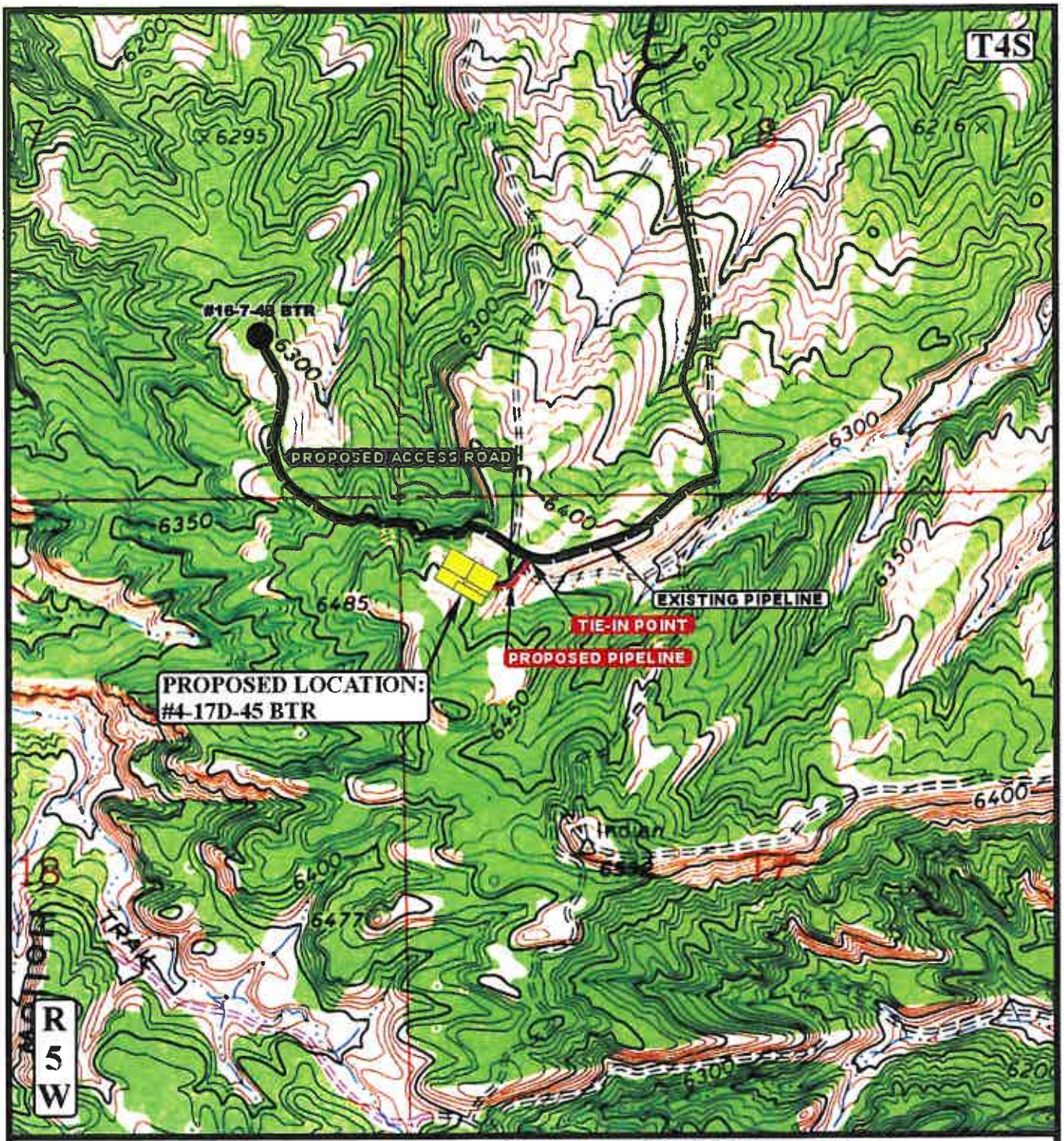


APPROXIMATE TOTAL PIPELINE DISTANCE = 355' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE

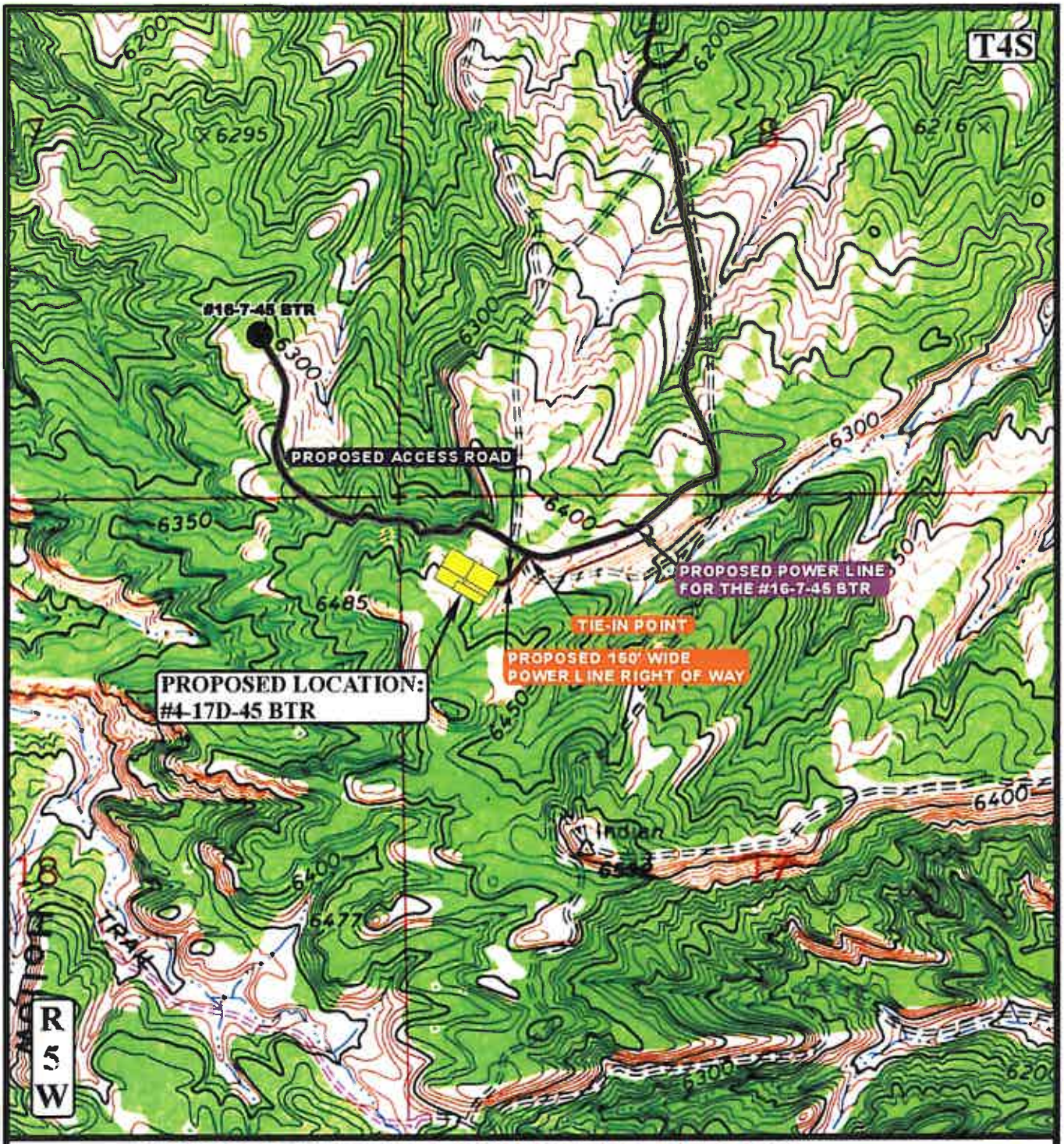
N

BILL BARRETT CORPORATION
#4-17D-45 BTR
SECTION 17, T4S, R5W, U.S.B.&M.
595' FNL 468' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	11 MONTH	17 DAY	10 YEAR	C TOPO
SCALE: 1" = 1000'	DRAWN BY: Z.L.	REVISED: 04-21-11		

RECEIVED: May. 16, 2011



APPROXIMATE TOTAL POWER LINE DISTANCE = 317' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED POWER LINE
PROPOSED POWER LINE (SERVICING OTHER WELLS)

N

BILL BARRETT CORPORATION
#4-17D-45 BTR
SECTION 17, T4S, R5W, U.S.R.&M.
595' FNL 468' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 11 MONTH | 17 DAY | 10 YEAR | D TOPO
SCALE: 1" = 1000' | DRAWN BY: Z.L. | REVISED: 04-21-11

RECEIVED: May. 16, 2011

Project: Duchesne County, UT (NAD 1927)
Site: Sec. 17-T4S-R5W
Well: #4-17D-45 BTR
Wellbore: Plan A Rev 0
Plan: Plan A Rev 0 Proposal

Bill Barrett Corp

HALLIBURTON
Sperry Drilling

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	
1	0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.000	0.00	
2	2513.42	0.00	0.000	2513.42	0.00	0.00	0.00	0.000	0.00	
3	2863.42	7.00	121.952	2862.55	-11.30	18.12	2.00	121.952	21.35	
4	5826.45	7.00	121.952	5803.49	-202.40	324.51	0.00	0.000	382.48	
5	6293.12	0.00	0.000	6269.00	-217.47	348.67	1.50	180.000	410.93	#4-17D-45 BTR_Zone Target
6	8943.12	0.00	0.000	8919.00	-217.47	348.67	0.00	0.000	410.93	#4-17D-45 BTR_BHL Target

WELL DETAILS #4-17D-45 BTR

Northing	Easting	Ground Level: 6453.00 Latitude	Longitude
659171.99	2284643.27	40° 8' 19.151 N	110° 28' 52.129 W

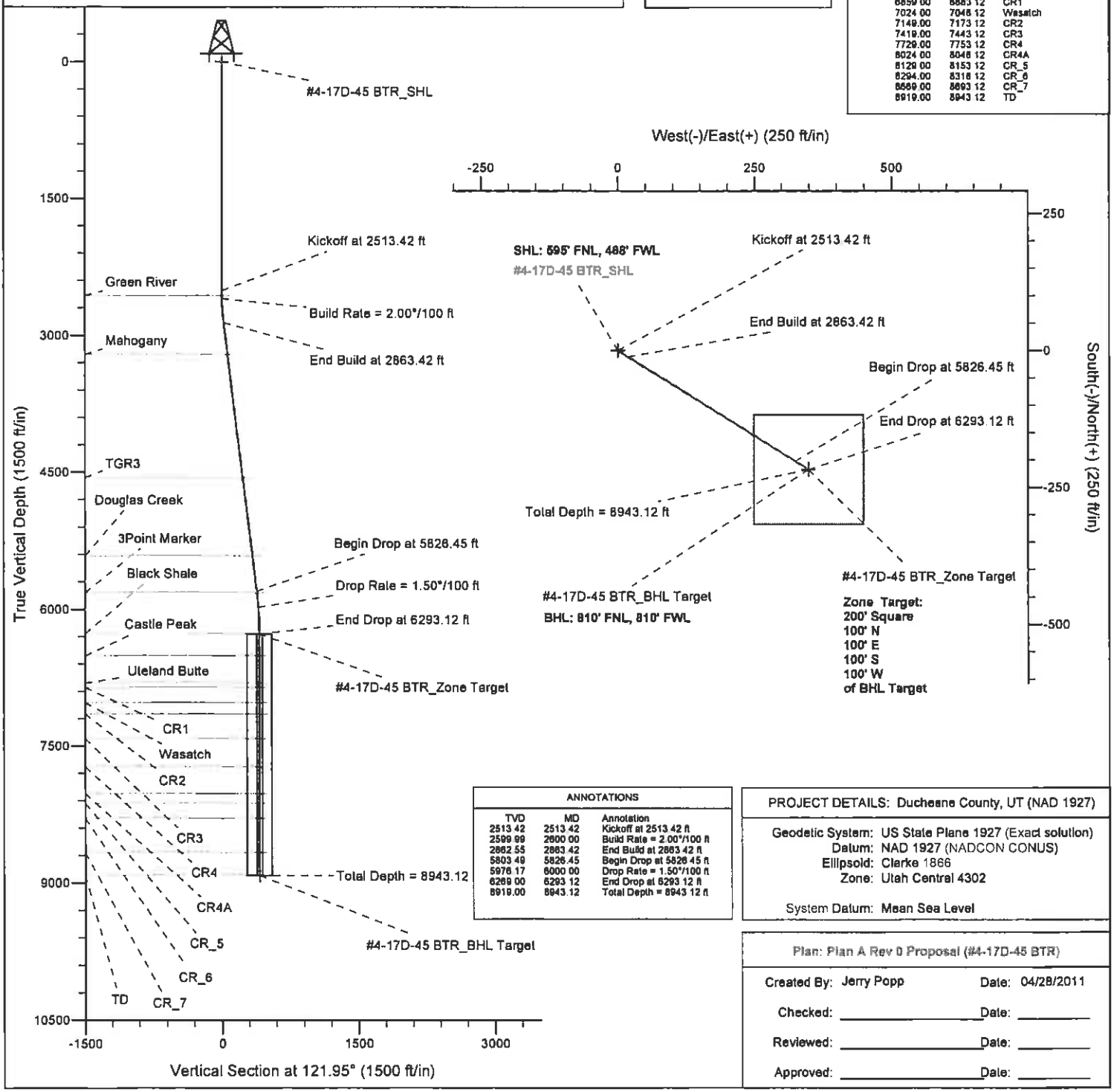
WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
#4-17D-45 BTR_SHL	0.00	0.00	0.00	
#4-17D-45 BTR_Zone Target	6269.00	-217.47	348.67	Rectangle (Sides: L200.00 W200.00)
#4-17D-45 BTR_BHL Target	8919.00	-217.47	348.67	Point

T M
Azimuths to True North
Magnetic North: 11.53°
Magnetic Field
Strength: 52220.2snT
Dip Angle: 65.81°
Date: 6/15/2011
Model: BGGM2010

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2569.00	2569.00	Green River
3209.00	3212.47	Mahogany
4559.00	4572.81	TGR3
5419.00	5439.07	Douglas Creek
5819.00	5842.07	3Point Marker
6269.00	6293.12	Black Shale
6509.00	6533.12	Castle Peak
6809.00	6833.12	Uteland Butte
6859.00	6883.12	CR1
7024.00	7048.12	Wasatch
7149.00	7173.12	CR2
7419.00	7443.12	CR3
7729.00	7753.12	CR4
8024.00	8048.12	CR4A
8129.00	8153.12	CR_5
8294.00	8318.12	CR_6
8569.00	8593.12	CR_7
8919.00	8943.12	TD



ANNOTATIONS

TVD	MD	Annotation
2513.42	2513.42	Kickoff at 2513.42 ft
2599.99	2600.00	Build Rate = 2.00°/100 ft
2862.55	2863.42	End Build at 2863.42 ft
5803.49	5826.45	Begin Drop at 5826.45 ft
5976.17	6000.00	Drop Rate = 1.50°/100 ft
6269.00	6293.12	End Drop at 6293.12 ft
8919.00	8943.12	Total Depth = 8943.12 ft

PROJECT DETAILS: Duchesne County, UT (NAD 1927)

Geodetic System: US State Plane 1927 (Exact solution)
Datum: NAD 1927 (NADCON CONUS)
Ellipsoid: Clarke 1866
Zone: Utah Central 4302

System Datum: Mean Sea Level

Plan: Plan A Rev 0 Proposal (#4-17D-45 BTR)

Created By: Jerry Popp Date: 04/28/2011
Checked: _____ Date: _____
Reviewed: _____ Date: _____
Approved: _____ Date: _____

RECEIVED: May. 16, 2011

Plan Report for #4-17D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
100.00	0.00	0.000	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
200.00	0.00	0.000	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
300.00	0.00	0.000	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
400.00	0.00	0.000	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
500.00	0.00	0.000	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
600.00	0.00	0.000	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
700.00	0.00	0.000	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
800.00	0.00	0.000	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
900.00	0.00	0.000	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,000.00	0.00	0.000	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,100.00	0.00	0.000	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,200.00	0.00	0.000	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,300.00	0.00	0.000	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,400.00	0.00	0.000	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,500.00	0.00	0.000	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,600.00	0.00	0.000	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,700.00	0.00	0.000	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,800.00	0.00	0.000	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
1,900.00	0.00	0.000	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,000.00	0.00	0.000	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,100.00	0.00	0.000	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,200.00	0.00	0.000	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,300.00	0.00	0.000	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,400.00	0.00	0.000	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,500.00	0.00	0.000	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.000
2,513.42	0.00	0.000	2,513.42	0.00	0.00	0.00	0.00	0.00	0.00	0.000
Kickoff at 2513.42 ft										
2,569.00	1.11	121.952	2,569.00	-0.29	0.46	0.54	2.00	2.00	0.00	121.952
Green River										
2,600.00	1.73	121.952	2,599.99	-0.69	1.11	1.31	2.00	2.00	0.00	0.000
Build Rate = 2.00°/100 ft										
2,700.00	3.73	121.952	2,699.87	-3.21	5.15	6.07	2.00	2.00	0.00	0.000
2,800.00	5.73	121.952	2,799.52	-7.58	12.15	14.32	2.00	2.00	0.00	0.000
2,863.42	7.00	121.952	2,862.55	-11.30	18.12	21.35	2.00	2.00	0.00	0.000
End Build at 2863.42 ft										
2,900.00	7.00	121.952	2,898.86	-13.66	21.90	25.81	0.00	0.00	0.00	0.000
3,000.00	7.00	121.952	2,998.11	-20.11	32.24	38.00	0.00	0.00	0.00	0.000
3,100.00	7.00	121.952	3,097.37	-26.56	42.58	50.19	0.00	0.00	0.00	0.000
3,200.00	7.00	121.952	3,196.62	-33.01	52.92	62.37	0.00	0.00	0.00	0.000
3,212.47	7.00	121.952	3,209.00	-33.81	54.21	63.89	0.00	0.00	0.00	0.000
Mahogany										
3,300.00	7.00	121.952	3,295.88	-39.46	63.26	74.56	0.00	0.00	0.00	0.000
3,400.00	7.00	121.952	3,395.13	-45.91	73.60	86.75	0.00	0.00	0.00	0.000
3,500.00	7.00	121.952	3,494.38	-52.36	83.94	98.93	0.00	0.00	0.00	0.000
3,600.00	7.00	121.952	3,593.64	-58.81	94.28	111.12	0.00	0.00	0.00	0.000
3,700.00	7.00	121.952	3,692.89	-65.26	104.63	123.31	0.00	0.00	0.00	0.000
3,800.00	7.00	121.952	3,792.15	-71.71	114.97	135.49	0.00	0.00	0.00	0.000
3,900.00	7.00	121.952	3,891.40	-78.16	125.31	147.68	0.00	0.00	0.00	0.000
4,000.00	7.00	121.952	3,990.66	-84.60	135.65	159.87	0.00	0.00	0.00	0.000
4,100.00	7.00	121.952	4,089.91	-91.05	145.99	172.06	0.00	0.00	0.00	0.000
4,200.00	7.00	121.952	4,189.17	-97.50	156.33	184.24	0.00	0.00	0.00	0.000
4,300.00	7.00	121.952	4,288.42	-103.95	166.67	196.43	0.00	0.00	0.00	0.000
4,400.00	7.00	121.952	4,387.68	-110.40	177.01	208.62	0.00	0.00	0.00	0.000
4,500.00	7.00	121.952	4,486.93	-116.85	187.35	220.80	0.00	0.00	0.00	0.000
4,572.61	7.00	121.952	4,559.00	-121.54	194.86	229.65	0.00	0.00	0.00	0.000
TGR3										
4,600.00	7.00	121.952	4,586.19	-123.30	197.69	232.99	0.00	0.00	0.00	0.000

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Plan Report for #4-17D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
4,700.00	7.00	121.952	4,685.44	-129.75	208.03	245.18	0.00	0.00	0.00	0.000
4,800.00	7.00	121.952	4,784.69	-136.20	218.37	257.36	0.00	0.00	0.00	0.000
4,900.00	7.00	121.952	4,883.95	-142.65	228.71	269.55	0.00	0.00	0.00	0.000
5,000.00	7.00	121.952	4,983.20	-149.10	239.05	281.74	0.00	0.00	0.00	0.000
5,100.00	7.00	121.952	5,082.46	-155.55	249.39	293.92	0.00	0.00	0.00	0.000
5,200.00	7.00	121.952	5,181.71	-162.00	259.73	306.11	0.00	0.00	0.00	0.000
5,300.00	7.00	121.952	5,280.97	-168.45	270.07	318.30	0.00	0.00	0.00	0.000
5,400.00	7.00	121.952	5,380.22	-174.90	280.41	330.49	0.00	0.00	0.00	0.000
5,439.07	7.00	121.952	5,419.00	-177.42	284.45	335.25	0.00	0.00	0.00	0.000
Douglas Creek										
5,500.00	7.00	121.952	5,479.48	-181.35	290.75	342.67	0.00	0.00	0.00	0.000
5,600.00	7.00	121.952	5,578.73	-187.80	301.09	354.86	0.00	0.00	0.00	0.000
5,700.00	7.00	121.952	5,677.99	-194.25	311.43	367.05	0.00	0.00	0.00	0.000
5,800.00	7.00	121.952	5,777.24	-200.70	321.78	379.23	0.00	0.00	0.00	0.000
5,826.45	7.00	121.952	5,803.49	-202.40	324.51	382.46	0.00	0.00	0.00	0.000
Begin Drop at 5826.45 ft										
5,842.07	6.77	121.952	5,819.00	-203.39	326.10	384.33	1.50	-1.50	0.00	180.000
3Point Marker										
5,900.00	5.90	121.952	5,876.58	-206.77	331.52	390.72	1.50	-1.50	0.00	-180.000
6,000.00	4.40	121.952	5,976.17	-211.52	339.13	399.69	1.50	-1.50	0.00	-180.000
Drop Rate = 1.50°/100 ft										
6,100.00	2.90	121.952	6,075.97	-214.89	344.53	406.05	1.50	-1.50	0.00	180.000
6,200.00	1.40	121.952	6,175.89	-216.87	347.70	409.79	1.50	-1.50	0.00	180.000
6,293.12	0.00	0.000	6,269.00	-217.47	348.67	410.93	1.50	-1.50	0.00	-180.000
End Drop at 6293.12 ft - Black Shale - #4-17D-45 BTR_Zone Target										
6,300.00	0.00	0.000	6,275.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,400.00	0.00	0.000	6,375.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,500.00	0.00	0.000	6,475.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,533.12	0.00	0.000	6,509.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
Castle Peak										
6,600.00	0.00	0.000	6,575.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,700.00	0.00	0.000	6,675.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,800.00	0.00	0.000	6,775.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
6,833.12	0.00	0.000	6,809.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
Uteland Butte										
6,883.12	0.00	0.000	6,859.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR1										
6,900.00	0.00	0.000	6,875.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,000.00	0.00	0.000	6,975.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,048.12	0.00	0.000	7,024.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
Wasatch										
7,100.00	0.00	0.000	7,075.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,173.12	0.00	0.000	7,149.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR2										
7,200.00	0.00	0.000	7,175.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,300.00	0.00	0.000	7,275.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,400.00	0.00	0.000	7,375.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,443.12	0.00	0.000	7,419.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR3										
7,500.00	0.00	0.000	7,475.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,600.00	0.00	0.000	7,575.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,700.00	0.00	0.000	7,675.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,753.12	0.00	0.000	7,729.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR4										
7,800.00	0.00	0.000	7,775.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
7,900.00	0.00	0.000	7,875.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,000.00	0.00	0.000	7,975.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,048.12	0.00	0.000	8,024.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000

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Plan Report for #4-17D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
CR4A										
8,100.00	0.00	0.000	8,075.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,153.12	0.00	0.000	8,129.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR_5										
8,200.00	0.00	0.000	8,175.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,300.00	0.00	0.000	8,275.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,318.12	0.00	0.000	8,294.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR_6										
8,400.00	0.00	0.000	8,375.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,500.00	0.00	0.000	8,475.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,600.00	0.00	0.000	8,575.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,693.12	0.00	0.000	8,669.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
CR_7										
8,700.00	0.00	0.000	8,675.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,800.00	0.00	0.000	8,775.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,900.00	0.00	0.000	8,875.88	-217.47	348.67	410.93	0.00	0.00	0.00	0.000
8,943.12	0.00	0.000	8,919.00	-217.47	348.67	410.93	0.00	0.00	0.00	0.000

Total Depth = 8943.12 ft - TD - #4-17D-45 BTR_BHL Target

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
2,513.42	2,513.42	0.00	0.00	Kickoff at 2513.42 ft
2,600.00	2,599.99	0.00	0.00	Build Rate = 2.00°/100 ft
2,863.42	2,862.55	-0.69	1.11	End Build at 2863.42 ft
5,826.45	5,803.49	-11.30	18.12	Begin Drop at 5826.45 ft
6,000.00	5,976.17	-202.40	324.51	Drop Rate = 1.50°/100 ft
6,293.12	6,269.00	-211.52	339.13	End Drop at 6293.12 ft
8,943.12	8,919.00	-217.47	348.67	Total Depth = 8943.12 ft

Vertical Section Information

	Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target		#4-17D-45 BTR_BHL Target	121.952	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	8,943.12	Plan A Rev 0 Proposal	MWD

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Plan Report for #4-17D-45 BTR - Plan A Rev 0 Proposal

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,569.00	2,569.00	Green River		0.000	
3,212.47	3,209.00	Mahogany		0.000	
4,572.61	4,559.00	TGR3		0.000	
5,439.07	5,419.00	Douglas Creek		0.000	
5,842.07	5,819.00	3Point Marker		0.000	
6,293.12	6,269.00	Black Shale		0.000	
6,533.12	6,509.00	Castle Peak		0.000	
6,833.12	6,809.00	Uteland Butte		0.000	
6,883.12	6,859.00	CR1		0.000	
7,048.12	7,024.00	Wasatch		0.000	
7,173.12	7,149.00	CR2		0.000	
7,443.12	7,419.00	CR3		0.000	
7,753.12	7,729.00	CR4		0.000	
8,048.12	8,024.00	CR4A		0.000	
8,153.12	8,129.00	CR_5		0.000	
8,318.12	8,294.00	CR_6		0.000	
8,693.12	8,669.00	CR_7		0.000	
8,943.12	8,919.00	TD		0.000	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
#4-17D-45 BTR_SHL	0.00	0.00	0.00	Point
#4-17D-45 BTR_Zone Target	6,269.00	-217.47	348.67	Rectangle
#4-17D-45 BTR_BHL Target	8,919.00	-217.47	348.67	Point

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Bill Barrett Corp

HALLIBURTON

Duchesne County, UT (NAD 1927)

North Reference Sheet for Sec. 17-T4S-R5W - #4-17D-45 BTR - Plan A Rev 0

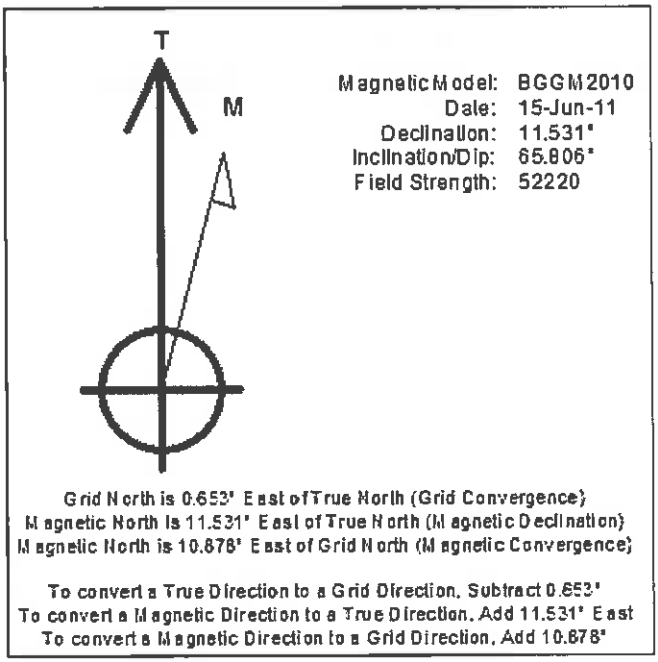
All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.
Vertical Depths are relative to RKB 16' @ 6469.00ft (Patterson 506). Northing and Easting are relative to #4-17D-45 BTR
Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)
Central Meridian is -111.50°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°
False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991283

Grid Coordinates of Well: 659,171.99 ft N, 2,284,843.27 ft E
Geographical Coordinates of Well: 40° 08' 19.15" N, 110° 28' 52.13" W
Grid Convergence at Surface is: 0.653°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,943.12ft
the Bottom Hole Displacement is 410.93ft in the Direction of 121.95° (True).

Magnetic Convergence at surface is: -10.880° (15 June 2011, , BGGM2010)



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SURFACE USE PLAN

BILL BARRETT CORPORATION

4-17-45 BTR Well Pad
NWNW, 595' FNL, 468' FWL, Section 17, T4S, R5W, USB&M
Duchesne County, Utah

The project is located entirely on Ute Tribe surface and mineral.

The onsite and surface use with the Ute Indian Tribe was completed on April 4, 2011. As a result of the onsite, BBC will:

1) **Barricade the existing redundant two-track with natural materials to preclude future travel once this pad is constructed.**

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

   a. The proposed well site is located approximately 6.8 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

   b. The existing State Highway 40 would be utilized for 4.4 miles to the existing BBC maintained 16-7-45 BTR well site access road that would be utilized for 2.3 miles and provides access to the planned new access road.

   c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

   d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

   e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permit are required

   f. All existing roads would be maintained and kept in good repair during all phases of operation.

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2. Planned Access Road:

a. Approximately 340 feet of new access road trending southwest is planned from the existing 16-7-45 BTR well site access road (see Topographic Map B).

b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.

c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

h. Turnouts are not proposed because the access road is short and adequate site distance exists in all directions.

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i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

j. No gates or cattle guards are anticipated at this time.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i.	water wells	none
ii.	injection wells	none
iii.	disposal wells	none
iv.	drilling wells	none
v.	temp shut-in wells	none
vi.	producing wells	three
vii.	abandoned wells	one

4. Location of Production Facilities

a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks or Roto-flex units would be small (75 horsepower or less), natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by a generator.

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c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.

f. Approximately 355 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending northeast to the existing 16-7-45 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.

g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Yuma Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

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k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River

b. No new water well is proposed with this application.

c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

a. The use of materials would conform to 43 CFR 3610.2-3.

b. No construction materials would be removed from the lease or EDA area.

c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

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7. Methods of Handling Waste Disposal:

a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting

f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley

g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

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h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

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m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

c. A surface powerline corridor 317 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with industry specifications.

d. The pad has been staked at its maximum size of 400 feet x 255 feet with an inboard reserve pit size of 235 feet x 70 feet x 8 feet deep. See section 12.d below for disturbance estimates.

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

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i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

a. A site specific reclamation plan will be submitted within 90 days of location construction.

b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.

d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

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11. Surface and Mineral Ownership:

a. Surface ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 10-222 dated 1-14-2011.

b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area.
- No littering within the Project Area.
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors.

d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.151	acres
Access	340 feet	0.219	acres
Pipeline	355 feet	0.245	acres
Powerline	317 feet	1.093	acres
	Total	**4.706**	**acres**

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Bill Barrett Corporation
Surface Use Plan
4-17-45 BTR
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this	_____ day of _____ 2011
Name:	Tracey Fallang
Position Title:	Regulatory Manager
Address:	1099 18th Street, Suite 2300, Denver, CO 80202
Telephone:	303-312-8134
E-mail:	tfallang@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

_____

Tracey Fallang, Regulatory Manager

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API Well Number: 43013506870000

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this	14 day of April 2011
Name:	Tracey Fallang
Position Title:	Regulatory Manager
Address:	1099 18th Street, Suite 2300, Denver, CO 80202
Telephone:	303-312-8134
E-mail:	tfallang@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

Tracey Fallang, Reg Mgr

Tracey Fallang, Regulatory Manager

RECEIVED: May. 16, 2011

API Well Number: 43013506870000

CULTURAL RESOURCE INVENTORY OF BILL BARRETT CORPORATION'S SIX PROPOSED WELL LOCATIONS #5-2D-45 BTR, #14-3-45 BTR, #5-7D-45 BTR, #14-7-45 BTR, #4-17-45 BTR, AND #2-18D-45 BTR (T4S, R5W, SECTIONS 2, 3, 7, 17, AND 18) DUCHESNE COUNTY, UTAH

By:

Andrea Van Schmus

Prepared For:

Ute Indian Tribe
Uintah and Ouray Agency

Prepared Under Contract With:

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Prepared By:

Montgomery Archaeological Consultants, Inc.
P.O. Box 219
Moab, Utah 84532

MOAC Report No. 10-222

January 14, 2011

United States Department of Interior (FLPMA)
Permit No. 10-UT-60122

State of Utah Antiquities Project (Survey)
Permit No. U-10-MQ-0922i

Ute Tribal Permit No. A011-363

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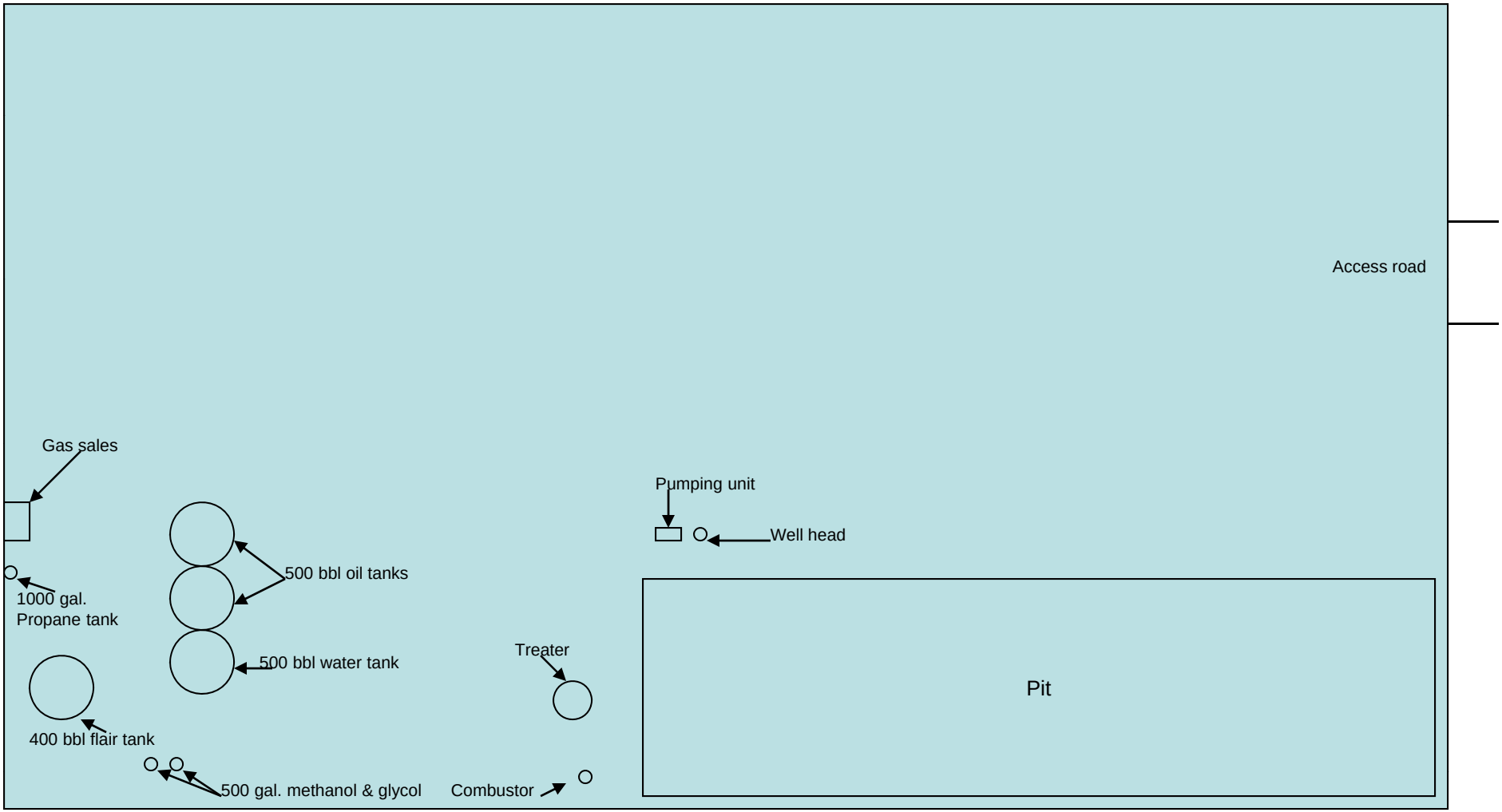
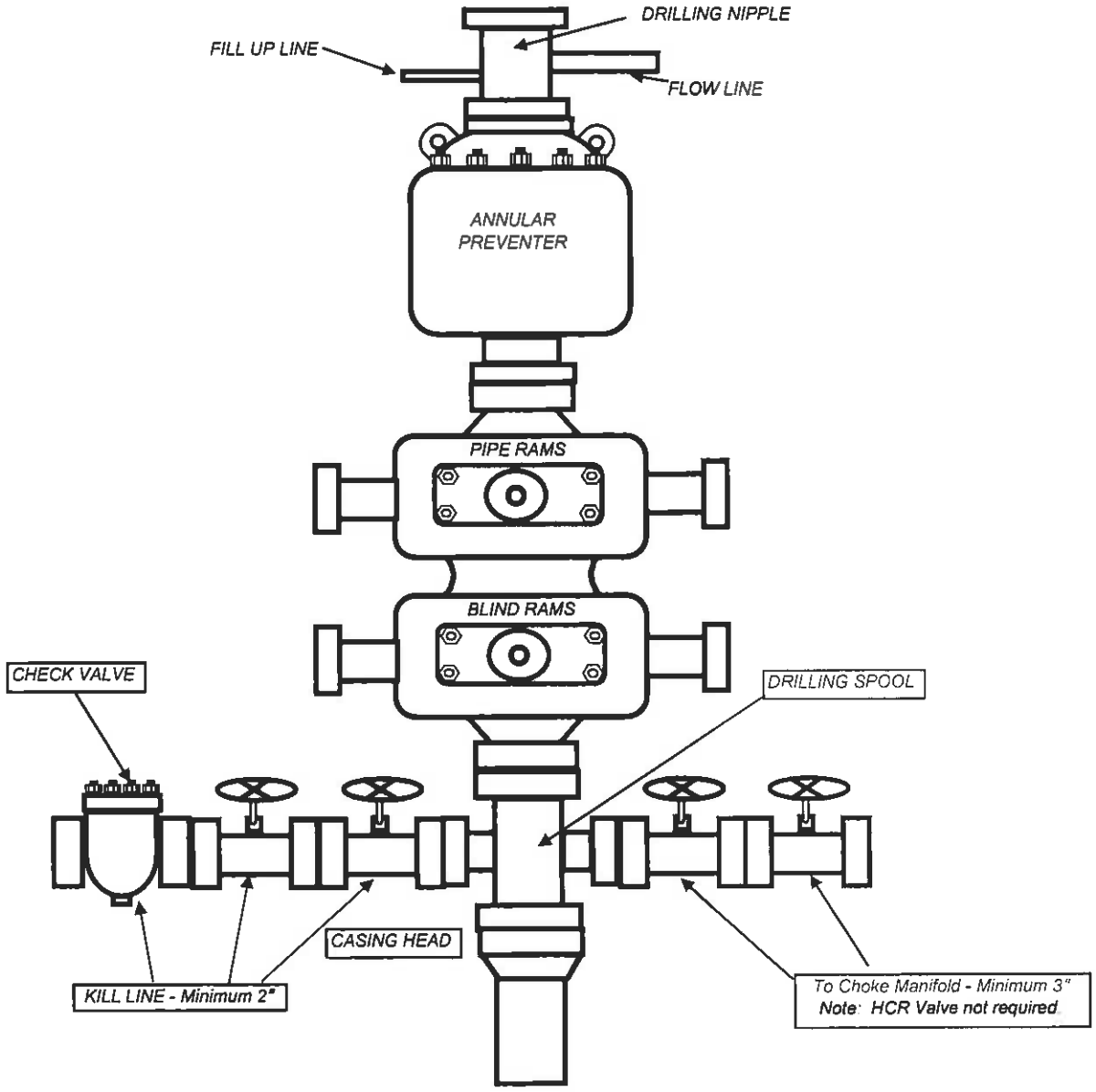
4-17-45 BTR Facility Diagram



RECEIVED: **May. 16, 2011**

BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



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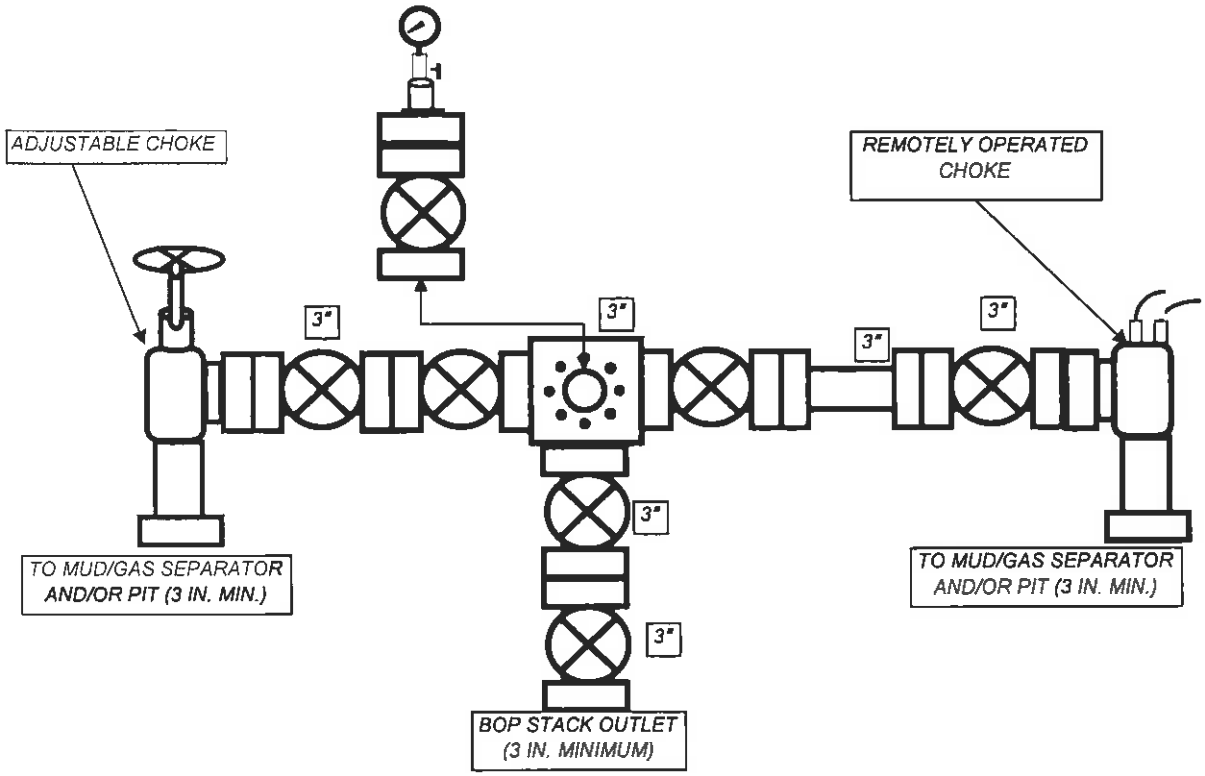
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



RECEIVED: May. 16, 2011

Bill Barrett Corporation

May 6, 2011

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #4-17D-45 BTR Well
Surface: 595' FNL & 468' FWL, NWNW, 17-T4S-R5W, USM
Bottom Hole: 810' FNL & 810' FWL, NWNW, 17-T4S-R5W, USM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

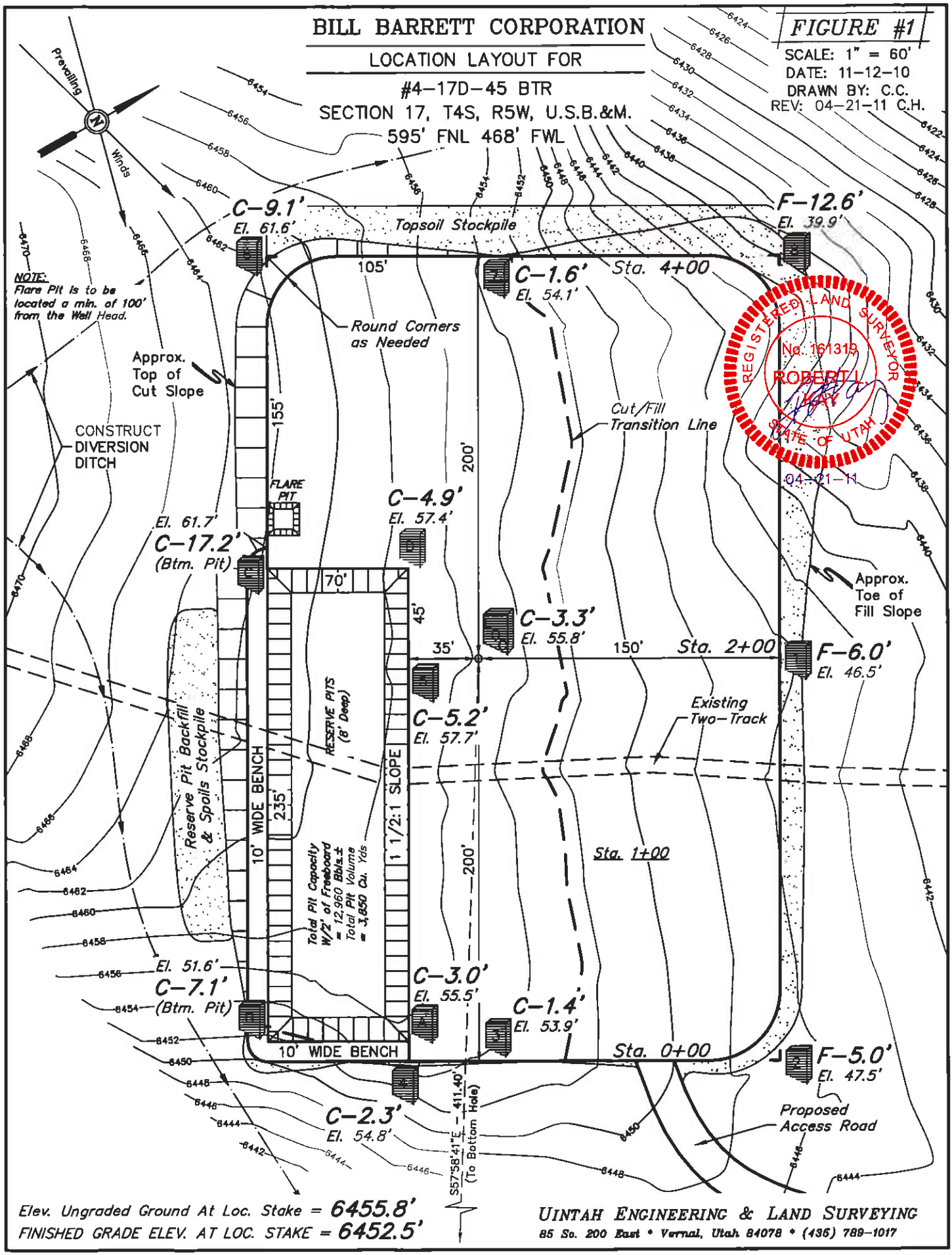
Sincerely,

David Watts by nr

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
O 303.293.9100
F 303 291 0420

RECEIVED: May. 16, 2011



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BILL BARRETT CORPORATION

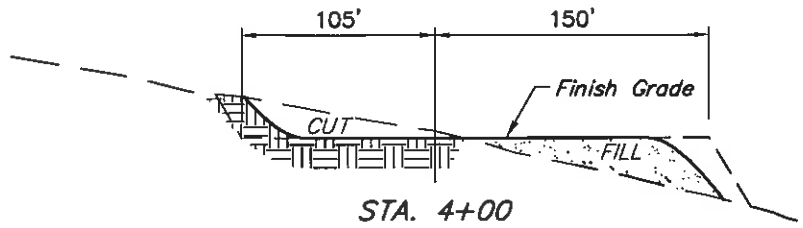
TYPICAL CROSS SECTIONS FOR

#4-17D-45 BTR
SECTION 17, T4S, R5W, U.S.B.&M.
595' FNL 468' FWL

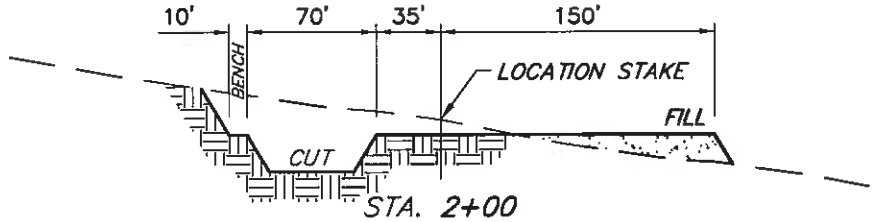
FIGURE #2

1" = 40'
X-Section Scale
1" = 100'

DATE: 11-12-10
DRAWN BY: C.C.
REV: 04-21-11 C.H.



STA. 4+00



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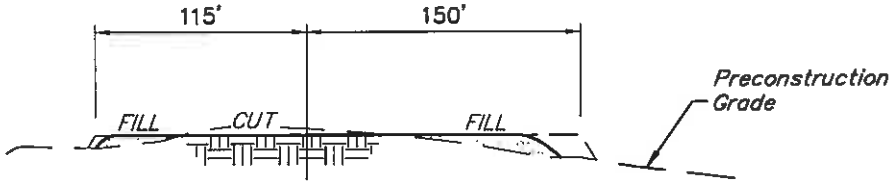


STA. 0+00

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04-21-11

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.151 ACRES
ACCESS ROAD DISTURBANCE = ± 0.219 ACRES
PIPELINE DISTURBANCE = ± 0.245 ACRES
TOTAL = ± 3.615 ACRES

* *NOTE:*
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

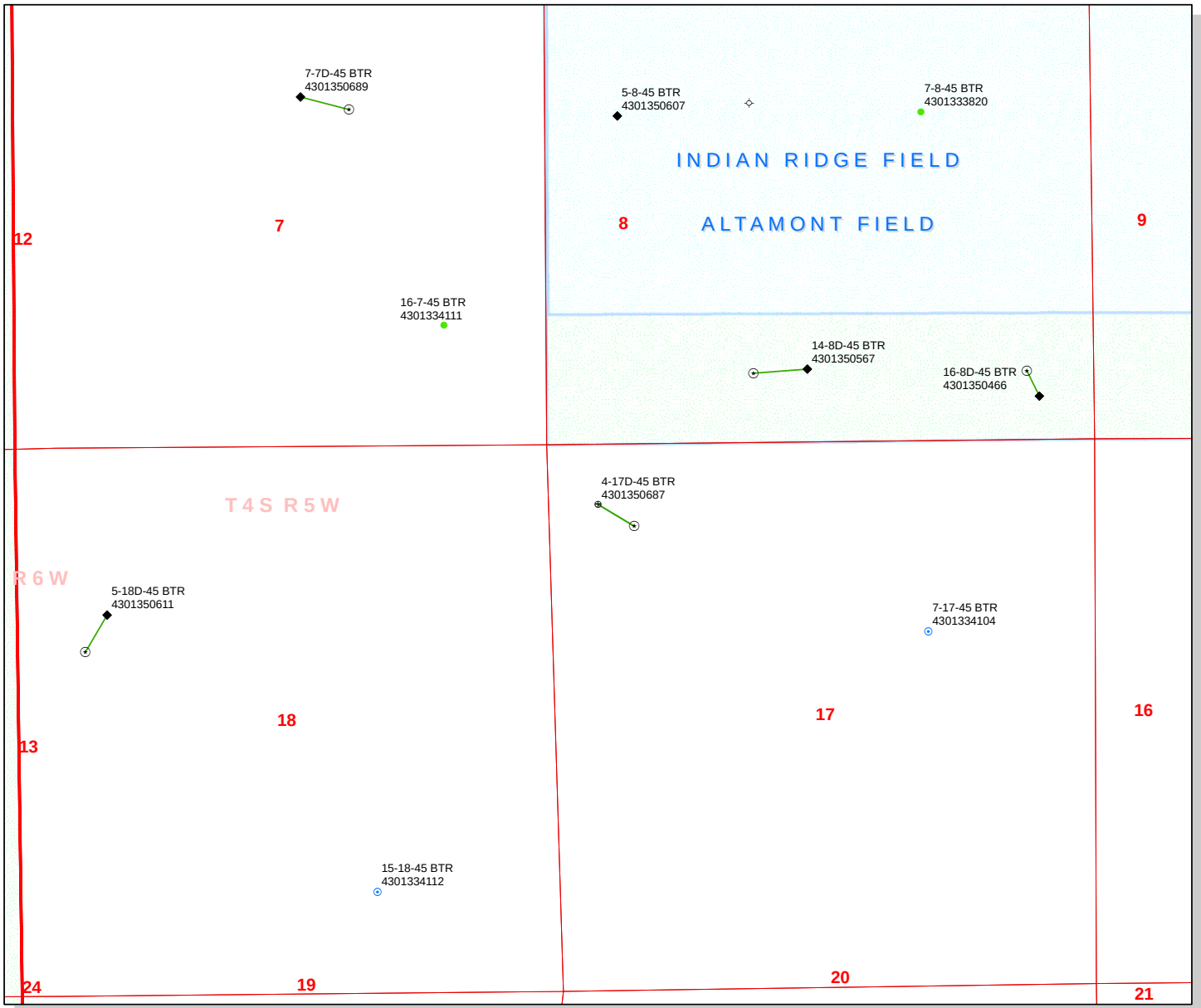
(12") Topsoil Stripping	=	*4,520* Cu. Yds.
Remaining Location	=	*11,960* Cu. Yds.
TOTAL CUT	=	*16,480* CU.YDS.
FILL	=	*10,030* CU.YDS.

EXCESS MATERIAL	=	*6,450* Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	*6,450* Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	*0* Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: May. 16, 2011

API Well Number: 43013506870000



API Number: 4301350687

Well Name: 4-17D-45 BTR

Township T0.4 . Range R0.5 . Section 17

Meridian: UBM

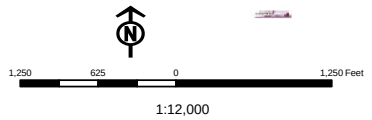
Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED
Sections
Township

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well



1:12,000

RECEIVED: May. 16, 2011

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 4/15/2011
API NO. ASSIGNED: 43013506870000
WELL NAME: 4-17D-45 BTR
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8134
CONTACT: Tracey Fallang

PROPOSED LOCATION: NWNW 17 040S 050W
Permit Tech Review: ☑

SURFACE: 0595 FNL 0468 FWL
Engineering Review: ☐

BOTTOM: 0810 FNL 0810 FWL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.13866
LONGITUDE: -110.48122
UTM SURF EASTINGS: 544195.00
NORTHINGS: 4443065.00
FIELD NAME: UNDESIGNATED
LEASE TYPE: 2 - Indian
LEASE NUMBER: 2OG0005608
PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH
SURFACE OWNER: 2 - Indian
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** INDIAN - LPM 8874725
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** Duchesne City Culinary Water Dock
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: Cause 139-85
Effective Date: 3/11/2010
Siting: 4 Prod LGRRV-WSTC Wells in Drilling Units

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
4 - Federal Approval - dmason
15 - Directional - dmason

RECEIVED: May. 16, 2011

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: 4-17D-45 BTR
API Well Number: 43013506870000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 5/16/2011

Issued to:
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-85. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at http://oilgas.ogm.utah.gov

Reporting Requirements:

API Well No: 43013506870000

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

RECEIVED

Form 3160-3
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

JUN 15 2011
BLM VERNAL, UTAH

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: ☒ DRILL ☐ REENTER	5. Lease Serial No. 1420H626402
	6. If Indian, Allottee or Tribe Name
	7. If Unit or CA Agreement, Name and No.
1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone	8. Lease Name and Well No. 4-17D-45 BTR
2. Name of Operator BILL BARRETT CORPORATION Contact: TRACEY FALLANG E-Mail: tfallang@billbarrettcorp.com	9. API Well No. 43-013-50687
3a. Address 1099 18TH STREET, SUITE 2300 DENVER, CO 80202 / 3b. Phone No. (include area code) Ph: 303-312-8134	10. Field and Pool, or Exploratory UNDESIGNATED/WSTCH-LWR GR
4. Location of Well *(Report location clearly and in accordance with any State requirements.*)* At surface NWNW 595FNL 468FWL At proposed prod. zone NWNW 810FNL 810FWL	11. Sec., T., R., M., or Blk. and Survey or Area Sec 17 T4S R5W Mer UBM
14. Distance in miles and direction from nearest town or post office* 7 MILES SW OF DUCHESNE, UT	12. County or Parish DUCHESNE / 13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810 / 16. No. of Acres in Lease 640.00	17. Spacing Unit dedicated to this well 160.00
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2296 / 19. Proposed Depth 8943 MD 8919 TVD	20. BLM/BIA Bond No. on file LPM 8874725
21. Elevations (Show whether DF, KB, RT, GL, etc. 6456 GL / 22. Approximate date work will start	23. Estimated duration 60 (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) TRACEY FALLANG Ph: 303-312-8134	Date 04/15/2011
Title REGULATORY MANAGER		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date AUG 17 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #106601 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal

UDOGM

RECEIVED
AUG 23 2011
DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ****

CONDITIONS OF APPROVAL ATTACHED

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**Bill Barrett Corporation**	**Location:**	**NWNW, Sec. 17, T4S R5W**
Well No:	**4-17D-45 BTR**	**Lease No:**	**14-20-H62-6402**
API No:	**43-013-50687**	**Agreement:**	**N/A**

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR FIELD REPRESENTATIVE TO INSURE COMPLIANCE

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: ut_vn_opreport@blm.gov.
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

- The personnel from the Ute Tribe Energy & Minerals Department should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.

- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to Surface on the production casing.
- Gamma Ray Log shall be run from TD to Surface.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person

making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.
    - Well name and number.
    - Well location (¼¼, Sec., Twn, Rng, and P.M.).
    - Date well was placed in a producing status (date of first production for which royalty will be paid).
    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
    - Unit agreement and/or participating area name and number, if applicable.
    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and

Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent

Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ SUBSEQUENT REPORT Date of Work Completion: 2/1/2012	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Lease Number

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to provide notification of the earned tribal lease. The updated lease number is 1420H626402.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 02, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 2/29/2012

RECEIVED: Feb. 29, 2012

Sundry Number: 23419 API Well Number: 43013506870000

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
4-17D-45 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013506870000

3. ADDRESS OF OPERATOR:
1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER:
303 312-8164 Ext

9. FIELD and POOL or WILDCAT:
UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/13/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Based on our experience the last 18 months drilling in 4S-5W in the BTR area, BBC would like to get away from running 10-3/4" surface casing and replace it with 9-5/8" like the rest of the BTR field. We have not needed to run intermediate in the last 18 months anywhere in BTR. We would still have the option to run the 7" if necessary. We would drill 8-3/4" production hole to TD. At this time, we are requesting to change the 10-3/4" surface casing to 9-5/8" (12-1/4" Hole Size, 36#, J or K55, BT&C) surface casing on this well. The cement program will stay the same with the exception of 330 sx for lead and 210 sx for tail.

Accepted by the Utah Division of Oil, Gas and Mining

Date: March 05, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE		**DATE**
N/A		2/29/2012

RECEIVED: Feb. 29, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/15/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to request a one year extension of the subject APD. Drilling operations are scheduled to begin on 05/15/2012 for this well.

Approved by the Utah Division of Oil, Gas and Mining

Date: April 09, 2012

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst

SIGNATURE	DATE
N/A	4/2/2012

RECEIVED: Apr. 02, 2012

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013506870000

API: 43013506870000
Well Name: 4-17D-45 BTR
Location: 0595 FNL 0468 FWL QTR NWNW SEC 17 TWNP 040S RNG 050W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 5/16/2011

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Venessa Langmacher **Date:** 4/2/2012
Title: Senior Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Apr. 02, 2012

SUBMIT AS EMAIL | Print Form

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Triple A
Submitted By Venessa Langmach Phone Number 303-312-8172
Well Name/Number 4-17D-45 BTR
Qtr/Qtr NWNW Section 17 Township 4S Range 5W
Lease Serial Number 1420H626402
API Number 4301350687

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time 04/06/2012 8:00 AM ☑ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☐ Surface Casing
- ☐ Intermediate Casing
- ☐ Production Casing
- ☐ Liner
- ☐ Other

RECEIVED
APR 04 2012
DIV. OF OIL, GAS & MINING

Date/Time _____ _____ AM ☐ PM ☐

BOPE

- ☐ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time _____ _____ AM ☐ PM ☐

Remarks _____

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# H&P #273
Submitted By Bobby Perkins Phone Number 281-833-2777
Well Name/Number 4-17D-45 BTR
Qtr/Qtr NW/NW Section 17 Township 4S Range 5W
Lease Serial Number _____
API Number 43-013-50687

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ _____ AM ☐ PM ☐

Casing – Please report time casing run starts, not cementing times.

☒ Surface Casing
☐ Intermediate Casing
☐ Production Casing
☐ Liner
☐ Other

Date/Time 4-15-12 0300 AM ☒ PM ☐

BOPE

☒ Initial BOPE test at surface casing point
☐ BOPE test at intermediate casing point
☐ 30 day BOPE test
☐ Other

RECEIVED
APR 17 2012
DIV. OF OIL, GAS & MINING

Date/Time 4-15-12 1800 AM ☐ PM ☒

Remarks
Run 2300' 9 5/8, Cas, 36# ,J-55, STC

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation

Operator Account Number: N 2165

Address: 1099 18th Street, Suite 2300

city Denver

state CO zip 80202

Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334113	14-1-46 BTR		SESW	1	4S	6W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	99999	19051	4/9/2012			4/30/2012	

Comments: Spudding Operation was conducted by Triple A Drilling @ 10:00 am.

WSTC

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350687	4-17D-45 BTR		NWNW	17	4S	5W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	99999	19051	4/9/2012			4/30/2012	

Comments: Spudding Operation was conducted by Triple A Drilling @ 10:00 am.

GR-WS NWNW

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350613	14-7D-36 BTR		SWSW	7	3S	6W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	18330	18330	11/28/2011			19112	

Comments: WSTC formation

SESW

4/30/2012

ACTION CODES:

- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

Venessa Langmacher
Name (Please Print)

Venessa Langmacher
Signature

Sr Permit Analyst
Title

4/30/2012
Date

RECEIVED

APR 30 2012

Div. of Oil, Gas & Mining

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

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COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 4/30/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

April 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
May 10, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 5/3/2012

RECEIVED: May. 03, 2012

Bill Barrett Corporation

4-17D-45 BTR 4/11/2012 00:00 - 4/11/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	6.00	06:00	1	MOVE IN H&P 3273	Move In H&P #273

4-17D-45 BTR 4/11/2012 06:00 - 4/12/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	MI/RU H&P 273 90% Move, 30% Rig Up Mud Tanks,Set In Place & Some Of The Back Yard
18:00	12.00	06:00	21	WAIT ON DAY LIGHT	WAIT ON DAY LIGHT

4-17D-45 BTR 4/12/2012 06:00 - 4/13/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	18.00	00:00	1	RIGUP & TEARDOWN	MI/RU H&P 273 100% Move. 85% Rig Up Raise Derrick @ 1800 Hr.
00:00	6.00	06:00	21	Wait On Day Light	Wait On Day Light

4-17D-45 BTR 4/13/2012 06:00 - 4/14/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	15.00	21:00	1	RIGUP & TEARDOWN	Install conductor and flowline.Finish Rigging Up Misc. Things, Air,Water,Electrical Lines. Perform Pre-Spud Safety Inspection. Magnaflux Spline &,Change Out X Over Sub On Top Drive. Ready to Pick Up tools @ 2100 Hr,Mix Spud Mud.
21:00	3.00	00:00	21	DIRECTIONAL WORK	Accept Rig On Day work @ 2100 Hr, Strap,OD,ID, & Get length On BHA, & Move tools To Cat Walk,Picking Up BHA #1 = Smith PDC Bit, Fixed B/H "Hunting" Motor 1.5* , 7/8 Lobe, 4.0 Stg, .17 Rpg. Shock Tool, 3 Pt Rmr, UBHO, NMDC, Gap Sub, NMDC, 3 Pt Rmr, xo, 2- 8" Dcs,
00:00	6.00	06:00	2	DRILL ACTUAL	Tag Up @ 104' RKB, Steerable Drill 12 1/4" Surface Hole RPM On Motor 92,Steerable drilling f/ 104' To 280' (176' @ 29.3'/ Hr). Wob 6k, Gpm 540, Mtr Rpm 92, Rotate 100%

4-17D-45 BTR 4/14/2012 06:00 - 4/15/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	Steerable Drilling f/ 280' To 922' (642' @ 67.5'/ Hr) Wob 22 k, Rpm 45, Gpm 541, Spp 1070 Psi, Diff 345 Psi.Rotate 100 %
15:30	0.50	16:00	7	LUBRICATE RIG	Rig Service
16:00	14.00	06:00	2	DRILL ACTUAL	Drlg 922' to 1901'.(979'. 14hr @ 69.9 fph) Wob 18 - 20k, Rpm Rotary 35-45, Motor 92, Gpm 540, SPP 1027 Psi, Diff 325 Psi. Slide 11%, Rotate 89%.

4-17D-45 BTR 4/15/2012 06:00 - 4/16/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	2	DRILL ACTUAL	Drlg 1091' to 2308'.(407'. 6 hr @ 67.8 fph) Wob 18 - 20k, Rpm Rotary 35-45, Motor 92, Gpm 540, SPP 1027 Psi, Diff 325 Psi. Rotate 84%, 16% Slide
12:00	1.50	13:30	6	TRIPS	Cir Sweep Out Hole,Make 10 Std Wyper Trip
13:30	1.00	14:30	5	COND MUD & CIRC	Pump Sweep & Circulate Bottom Up To Clean Hole
14:30	1.00	15:30	6	TRIPS	TOOH To Run 9 5/8 Casing

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
15:30	4.00	19:30	6	TRIPS	Lay Down Directional Tools ,8" DC, Motor & Bit.
19:30	0.50	20:00	12	RUN CASING & CEMENT	Saftey Meeting With Casing Crew,RU/ PU Machine & Casing Crew.
20:00	5.00	01:00	12	RUN CASING & CEMENT	Run 54 Jt 9-5/8, STC Surface Casing,Land Casing & Rig Down Casing Crew
01:00	1.00	02:00	12	RUN CASING & CEMENT	R/D Casing Tools & P/U Machine. Install Halliburton Cement Head.
02:00	1.00	03:00	5	COND MUD & CIRC	R/U Halliburton Cement Head & Lines, Circ Casing Tag Btm @ 2308'
03:00	3.00	06:00	12	RUN CASING & CEMENT	Held Pre-Job Safety Mtg. Cement As Designed = Pressure Test Lines To 5000 Psi & Pump 20 bbl Water, 40 Bbl Super Flush @ 9.2 Ppg, 20 Bbl Water, Lead Cement - 360 Sx / 203 Bbl, Light Premium Mixed @ 11.0 Ppg, 3.16 yld, 19.48 Gps Water. Tail W/ 240 Sx / 57 Bbl, Premium Plus Mixed @ 14.8 Ppg, 1.33 yld, 6.31 Gps Water. Drop Top Plug & Displace w/ 175 Bbl Fresh Water. Bump Plug w/ 1200 Psi, (500 Psi Over). Floats Held, 85 Bbl Cement To Surface

4-17D-45 BTR 4/16/2012 06:00 - 4/17/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	13	WAIT ON CEMENT	Wait On Cement To Check For Fallback, Cement Fell 50', Rig Up Halliburton To Do A Top Job, Pump 145 Sks
10:00	2.00	12:00	13	WAIT ON CEMENT	Wait On Cement To Cure
12:00	3.00	15:00	21	Weld On Head	Make Cut On Casing & Weld On 11' 5K, Cameron Well Head
15:00	5.50	20:30	14	NIPPLE UP B.O.P	Install Riser & Nipple Up BOP Stack, Nipple Up Choke Lines & Flare Lines
20:30	4.00	00:30	15	TEST B.O.P	Pressure Test BOPE = 250 Psi Low/ 5 Min, 5000 psi High/ 10 min, The Following. Blind Rams, Pipe Rams, Choke Line, HCR, Manual Valve, All Valves On Choke Manifold. Kill Line & Valves, Including Check Valve. Upper & Lower IBOPs, Floor Safety Valves. Pressure Test Annular To 250 psi Low/ 5 Min, 3500 Psi High/ 10 Min. Pressure Test Casing To 1500 Psi/ 30 Minutes. R/D Tester.
00:30	0.50	01:00	14	Install Wear Bushing	Install Wear Bushing
01:00	2.00	03:00	20	DIRECTIONAL WORK	M/U BHA #2 = 8 3/4" PDC Bit, Motor (Hunting 6 3/4", 1.5*, 7/8 Lobe, 3.5 Stg, .15 Rpg). 3 Pt Rmr, UBHO, NMDC, Gap Sub, NMDC, 3 Pt Rmr, 9 - 6 1/2" DCs, 15 HWDP, 845.86'.
03:00	2.00	05:00	6	TRIPS	TIH To 2200' Install Rotating Head Element.
05:00	1.00	06:00	2	DRILL ACTUAL	Tag Float Collar @ 2261' Drill Cement & Float Show @ 2308 & Drill 15' New Formation To 2323

4-17D-45 BTR 4/17/2012 06:00 - 4/18/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	21	Drill Float Equipment & 15' New Formation	Drill Float Equipment & 15' New Formation,
07:30	0.50	08:00	22	Fit Test	Circ & Spot Hi Vis Pill On Bottom, Close Annular & presssure Test Interval To 10.5 ppg Mud With 217 psi Surface Pressure, Test OK
08:00	7.00	15:00	2	DRILL ACTUAL	Steerable Drilling f/ 2323' to 2906' (583' In 7' hr, @ 83.2 fph) Wob 15k, Rpm 30, Gpm 540, Motor 80 Rpm, SPP 1425 Psi, Diff 250 Psi. Slide 0%, Rotate 100%.
15:00	0.50	15:30	7	LUBRICATE RIG	Rig Service & BOP Drill
15:30	14.50	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 2906' to 3878' (972' In14.5 hr, @ 67 fph) Wob 15k, Rpm 30, Gpm 495, Motor 74 Rpm, SPP 1325 Psi, Diff 250 Psi. Slide 25%, Rotate 75%.

4-17D-45 BTR 4/18/2012 06:00 - 4/19/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.50	17:30	2	DRILL ACTUAL	Steerable Drilling f/ 3878' to 4540' (662' In 11.5 hr, @ 57.5 fph) Wob 15k, Rpm 30, Gpm 495, Motor 74 Rpm, SPP 1325 Psi, Diff 250 Psi.
17:30	0.50	18:00	7	LUBRICATE RIG	Rig Service
18:00	12.00	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 4540' to 5140' (600' In 12 hr, @ 50 fph) Wob 15k, Rpm 40, Gpm 503, Motor 74 Rpm, SPP 1525 Psi, Diff 250 Psi. Slide 42%, Rotate 57%.

Bill Barrett Corporation

4-17D-45 BTR 4/19/2012 06:00 - 4/20/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.50	14:30	2	DRILL ACTUAL	Steerable Drilling f/ 5140' to 5489' (349' In 8.5 hr, @ 41.0 fph) Wob 15k, Rpm 40, Gpm 503, Motor 74 Rpm, SPP 1525 Psi, Diff 250 Psi.
14:30	0.50	15:00	7	LUBRICATE RIG	Rig Service
15:00	0.50	15:30	8	REPAIR RIG	Change Out Cylinder On Grabber Box
15:30	14.50	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 5489' to 6341' (852' In 14.5 hr, @ 58.7 fph) Wob 19k, Rpm 35, Gpm 503, Motor 74 Rpm, SPP 1525 Psi, Diff 250 Psi. 42% Slide, 58% Rotate

4-17D-45 BTR 4/20/2012 06:00 - 4/21/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	2	DRILL ACTUAL	Steerable Drilling f/ 6341' to 6349' (8' In .5 hr, @ 16 fph) Wob 19k, Rpm 35, Gpm 503, Motor 74 Rpm, SPP 1525 Psi, Diff 250 Psi.
06:30	1.00	07:30	5	COND MUD & CIRC	Pump 20 Bbl Lcm Sweep Followed, w 40 Bbl LCM Sweep - Regained Circ , Lost Approx 250 Bbl Mud Initially.
07:30	10.00	17:30	2	DRILL ACTUAL	Steerable Drilling f/ 6349' to 6721' (372' In 10 hr, @ 37.2 fph) Wob 19 k, Rpm 35, Gpm 503, Motor 74 Rpm, SPP 1525 Psi, Diff 250 Psi.
17:30	0.50	18:00	7	LUBRICATE RIG	Rig Service
18:00	12.00	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 6721' to 7101' (380' In 12 hr, @ 31.6 fph) Wob 19 k, Rpm 35, Gpm 468, Motor 71 Rpm, SPP 1585 Psi, Diff 250 Psi. 48% Slide, 52% Rotate

4-17D-45 BTR 4/21/2012 06:00 - 4/22/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.50	17:30	2	DRILL ACTUAL	Steerable Drilling f/ 7101' to 7480' (379' In 11.5 hr, @ 32.9 fph) Wob 19 k, Rpm 35, Gpm 468, Motor 71 Rpm, SPP 1585 Psi, Diff 250 Psi.
17:30	0.50	18:00	7	LUBRICATE RIG	Rig Service
18:00	12.00	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 7480' to 8004' (524' In 12 hr, @ 43.6 fph) Wob 19 k, Rpm 35, Gpm 468, Motor 71 Rpm, SPP 1585 Psi, Diff 250 Psi. 50% Slide, 50% Rotate

4-17D-45 BTR 4/22/2012 06:00 - 4/23/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	2	DRILL ACTUAL	Steerable Drilling f/ 8004' to 8354' (350' In9 hr, @ 38.8 fph) Wob 19 k, Rpm 35, Gpm 468, Motor 71 Rpm, SPP 1585 Psi, Diff 250 Psi. 50% Slide, 50% Rotate
15:00	2.00	17:00	5	COND MUD & CIRC	Sweep Hole & Circ Out
17:00	2.00	19:00	6	TRIPS	Short Trip 15 Std To 7006' & Back to BTM Good Hole Conditions.
19:00	3.00	22:00	5	COND MUD & CIRC	Circulate & Pump Sweep Out Hole, Spot 100 bbls Clean Mud Around MWD Tools. Mix & Pump Slug
22:00	5.00	03:00	6	TRIPS	TOH (SLM) For E-Log, SLM = XXXX, No Correction Made
03:00	1.50	04:30	6	Directional Work	Lay Down Directional Tools, & MWD Tools
04:30	0.50	05:00	21	Pull Wear Bushing	Pull Wear Bushing
05:00	1.00	06:00	11	WIRELINE LOGS	Held pre-job Saftey Mtg, R/U halliburton Wireline & Run E-Log.

4-17D-45 BTR 4/23/2012 06:00 - 4/24/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.50	12:30	11	WIRELINE LOGS	Held pre-job Saftey Mtg, R/U Halliburton Wireline & Run E-Log, Triple Combo,Gamma,Newtron,Density,Resistivity,Sonic
12:30	1.00	13:30	11	WIRELINE LOGS	R/D Halliburton Wireline

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
13:30	3.50	17:00	6	TRIPS	M/U Re-Run Milltooth Bit, Bit Sub W/ Float, 9 6 1/2" DCs, 15 HWDP, TIH, Break Circ @ Csg Shoe @ 2308' & Circ Out Barite Slug, Break Circ @ 5575',& 8100', Lost Circulation.
17:00	3.50	20:30	5	COND MUD & CIRC	Mix & Pump LCM Pill @ 25% LCM, Still No Returns, Pull 6 Std Out Hole, to 7564' Fill Back Side with Mud,75 BBls, Mix & Pump Pill Getting Some Returns,Circ For Full Returns
20:30	2.00	22:30	6	TRIPS	Wash & Ream Back To Bottom,
22:30	1.50	00:00	5	COND MUD & CIRC	Circulate & Condition Mud, Full Returns Hold Saftey Meeting With L/D Truck<R/U Same
00:00	6.00	06:00	6	TRIPS	Lay Down Drill Pipe

4-17D-45 BTR 4/24/2012 06:00 - 4/25/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	6	TRIPS	Finish Laying Drill Pipe
08:00	12.00	20:00	12	RUN CASING & CEMENT	Run 5 1/2", 17.0#, P-110, LTC Production Casing = Float shoe, 2 Jts. Csg, Float Collar, 29 Jts Csg, 21' Marker Jt, 20 Jts Casing, 24' Marker Jt, 148 Jts Casing. Total OAL 8361" Note: Btm Marker @ 7023' Top Marker @ 6157
20:00	5.00	01:00	5	COND MUD & CIRC	Tag Bottom @ 8354', Break Circ & Circ While Rig Down Casing Tools,Rig Up Halliburton Cement Lines.
01:00	4.50	05:30	12	RUN CASING & CEMENT	Switch lines & cement 5 1/2 casing = Held pre-job saftety mtg; pressure test lines to 5000 # cement casing = 10 bbls water '40 bbls super flush @ 10 ppg 10 bbls water ahead of 730 sks 301 bbls of Tuned Light mixed @11.0 ppg 2.32 yld 10.63 gps water, .125 poly flake & 1# /sks granulite . Tail w/550 sks, 139 bbls Econocem, mixed @ 13.5 ppg 1.42 yld 6.61 gps water. Displace w/ 192 Bbl Fresh Water w/ Biocide. Bumped plug w/ 1950 psi (500 psi over) @ 0500 hrs 4/25/12. Floats Held, Lost Returns 150 Bbl Into Displacement.
05:30	0.50	06:00	12	RUN CASING & CEMENT	Rig down Halliburtion Equipment

4-17D-45 BTR 4/25/2012 06:00 - 4/26/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	COMPLETION	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	14	NIPPLE Down B.O.P	Nipple down bop raise stack , Set cameron 11"x 5 1/2" casing hanger with 160 k = 30k tension. Cut Off & Removed Landing Joint.
08:00	1.00	09:00	14	Nipple Down BOP	RACK BACK BOP
09:00	6.00	15:00	21	Clean Mud Pits	Dump mud and clean mud pits. Clean mud will be transferred to storage area. Release rig at 15:00 hours, 4-25-2012. Final report.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
✓ SPUD REPORT Date of Spud: 4/9/2012	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This well was spud on 04/09/2012 by Triple A Drilling at 10:00 am.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
May 08, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 4/30/2012

RECEIVED: Apr. 30, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 5/22/2012	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☑ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This well had first gas sales on 05/20/2012 and first oil sales on 05/22/2012.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
May 23, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 5/23/2012

RECEIVED: May. 23, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

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2. NAME OF OPERATOR: BILL BARRETT CORP

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4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 5/31/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

May 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
June 01, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Megan Finnegan	303 299-9949	Permit Analyst
SIGNATURE N/A		**DATE** 6/1/2012

RECEIVED: Jun. 01, 2012

Bill Barrett Corporation

4-17D-45 BTR 5/5/2012 06:00 - 5/6/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well head shut in and secured. Little construction activity, crews working on production equipment. No completion Activity Waiting on Completion equipment to free up from only location.

4-17D-45 BTR 5/6/2012 06:00 - 5/7/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	No Completion or Construction Activity.

4-17D-45 BTR 5/7/2012 06:00 - 5/8/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00			Start Moving on BBC Frac tanks and con't to work on production facility.

4-17D-45 BTR 5/8/2012 06:00 - 5/9/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured. Started filling frac tanks with fresh water and KCL Slurry mix, Construction crews con't to work on production facility. Still hauling in remaining frac tanks.

4-17D-45 BTR 5/9/2012 06:00 - 5/10/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Production Crew Working On Facilities. Finish Spotting Frac Line, Rig-Up Fall Protection. Hauling In Prod. Water And 3% KCL.

4-17D-45 BTR 5/10/2012 06:00 - 5/11/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Production Crew Working On Facilities. Set 2 Line Water Transfer Manifolds. Filling 5-8D-45 Staging Area.

4-17D-45 BTR 5/11/2012 06:00 - 5/12/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Production Crew Con't On Facilities. Set Frac Mandrel, Test Set Frac Tree, Test With Casing. R/U FlowBack/SandTrap, Test Spot Open Tops And Test Tank, Berm.

4-17D-45 BTR 5/14/2012 06:00 - 5/15/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Heat Frac Line. HES Spot Manifold And Movers.

Bill Barrett Corporation

4-17D-45 BTR 5/15/2012 06:00 - 5/16/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	LOCL	Lock Wellhead & Secure	WSI And Secured. 100 Psi. On Well.
10:00	1.50	11:30	SRIG	Rig Up/Down	HES And SLB Arrive On Location. Hold Safety Meetings. Start Rigging Up.
11:30	0.75	12:15	PTST	Pressure Test	Test Lubricator To 4500#. Arm Gun, Pick Up With Baker 20 Setting Tool And HES CIBP.
12:15	1.25	13:30	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 10,139 - 10,161'. Drop Down To Depth, Perforate Stage 1 CR-5/CR-4A/CR-4 Zone As Follows: 7913 - 14, 7927 - 28, 7951 - 52, 7965 - 66, 7981 - 82, 8003 - 04, 8027 - 28, 8041 - 42, 8045 - 46, 8053 - 54, 8071 - 72, 8099 - 00, 8115 - 16, 8135 - 36, 8157 - 58, 8189 - 90. 48 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
13:30	3.50	17:00	SRIG	Rig Up/Down	HES Finish Rigging Up
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

4-17D-45 BTR 5/16/2012 06:00 - 5/17/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.25	06:15	GOP	General Operations	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Hold Safety Meeting. Ran QC On Fluid, Looks Good.
06:15	1.42	07:40	FRAC	Frac. Job	Frac Stage 1. Fluid System: Hybor G 16 Open Well, 34# Icp. BrokeDown At 3062 Psi. And 9.9 Bpm. Pump 3900 Gals. 15% Acid With 96 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3603 Psi. And 70.6 Bpm. Get Isip, 2449 Psi., .74 FG., 48/48 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into Pad Stage, Then To 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 2563 Psi., .76 FG. Total 20/40 White: 156,900# Total 3% KCL: 71,845 Gals.. 1,711 Bbls.. Total Produced Water: 67,625 Gals.. 1,610 Bbls.. BWTR: 3528 Bbls. Max Rate: 71.7 Bpm Avg. Rate: 68.9 Bpm Max. Pressure: 3,723 Psi. Avg. Pressure: 3,326 Psi.
07:40	0.42	08:05	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
08:05	1.25	09:20	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 7,023 - 7,044'. Drop Down To Depth, Set CBP At 7,908', 2000 Psi. On Well. Perforate Stage 2 CR-4 Zone As Follows: 7705 - 06, 7721 - 22, 7731 - 32, 7739 - 40, 7752 - 54, 7769 - 70, 7779 - 80, 7798 - 99, 7807 - 08, 7820 - 21, 7843 - 44, 7858 - 59, 7870 - 71, 7895 - 96. 2000 Psi. On Well. 45 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
09:20	0.17	09:30	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
09:30	1.42	10:55	FRAC	Frac. Job	Frac Stage 2. Fluid System: Hybor G 16 Open Well, 2032# Icp. BrokeDown At 2260 Psi. And 10.2 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3610 Psi. And 70.3 Bpm. Get Isip, 2309 Psi., .74 FG., 45/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into Pad Stage, Then To 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 2706 Psi., .79 FG. Total 20/40 White: 161,800# Total 3% KCL: 69,620 Gals.. 1,658 Bbls.. Total Produced Water: 69,252 Gals.. 1,649 Bbls.. BWTR: 3534 Bbls. Max Rate: 71.4 Bpm Avg. Rate: 68.6 Bpm Max. Pressure: 4,223 Psi. Avg. Pressure: 3,395 Psi.
10:55	0.25	11:10	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
11:10	2.16	13:20	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 7,023 - 7,044'. Drop Down To Depth, Set CBP At 7,670', 2050 Psi. On Well. Perforate Stage 2 CR-3/CR-2 Zone As Follows: 7375 - 76, 7396 - 97, 7413 - 14, 7437 - 38, 7449 - 50, 7459 - 60, 7470 - 72, 7478 - 79, 7486 - 87, 7501 - 02, 7513 - 14, 7523 - 24, 7552 - 53, 7567 - 68, 7576 - 78, 7596 - 98, 7607 - 08, 7627 - 28, 7647 - 48. 1950 Psi. On Well. 66 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
13:20	0.17	13:30	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
13:30	1.50	15:00	FRAC	Frac. Job	Frac Stage 3. Fluid System: Hybor G 16 Open Well, 2025# Icp. BrokeDown At 2323 Psi. And 10.0 Bpm. Pump 3900 Gals. 15% Acid With 132 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3740 Psi. And 71.4 Bpm. Get Isip, 2064 Psi., .72 FG., 45/66 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into Pad Stage, Then To 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 2393 Psi., .76 FG. Total 20/40 White: 184,100# Total 3% KCL: 79,181 Gals.. 1,885 Bbls.. Total Produced Water: 74,823 Gals.. 1,782 Bbls.. BWTR: 3911 Bbls. Max Rate: 72.3 Bpm Avg. Rate: 69.3 Bpm Max. Pressure: 4,821 Psi. Avg. Pressure: 3,104 Psi.
15:00	0.17	15:10	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
15:10	2.00	17:10	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 7,023 - 7,044'. Drop Down To Depth, Set CBP At 7,354', 1950 Psi. On Well. Perforate Stage 2 CR-2/Wasatch Zone As Follows: 7052 - 53, 7075 - 76, 7095 - 96, 7115 - 16, 7131 - 32, 7160 - 61, 7173 - 74, 7192 - 93, 7224 - 25, 7236 - 37, 7243 - 44, 7258 - 59, 7272 - 73, 7287 - 88, 7305 - 7306, 7317 - 18, 7333 - 34. 1800 Psi. On Well. 51 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
17:10	0.83	18:00	GOP	General Operations	ShutDown And Secure Equipment.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

4-17D-45 BTR 5/17/2012 06:00 - 5/18/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.09	06:05	GOP	General Operations	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Hold Safety Meeting. Ran QC On Fluid, Looks Good.
06:05	1.33	07:25	FRAC	Frac. Job	Frac Stage 4. Fluid System: Hybor G 16 Open Well, 1617# Icp. BrokeDown At 2355 Psi. And 10.2 Bpm. Pump 3900 Gals. 15% Acid With 102 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3440 Psi. And 71.6 Bpm. Get Isip, 1832 Psi., .69 FG., 46/51 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into Pad Stage, Then To 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 1980 Psi., .72 FG. Total 20/40 White: 156,600# Total 3% KCL: 67,171 Gals.. 1,599 Bbls.. Total Produced Water: 66,039 Gals.. 1,572 Bbls.. BWTR: 3380 Bbls. Max Rate: 71.8 Bpm Avg. Rate: 69.0 Bpm Max. Pressure: 4,211 Psi. Avg. Pressure: 2,921 Psi.
07:25	0.17	07:35	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
07:35	1.17	08:45	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 6,157 - 6,181'. Drop Down To Depth, Set CBP At 7,040', 1500 Psi. On Well. Perforate Stage 5 CR-1A/UteLand Butte/Castle Peak Zone As Follows: 6765 - 66, 6786 - 87, 6808 - 09, 6831 - 32, 6841 - 42, 6855 - 56, 6871 - 72, 6889 - 90, 6913 - 14, 6927 - 28, 6936 - 37, 6969 - 70, 6989 - 90, 7007 - 08, 7021 - 22. 1350 Psi. On Well. 45 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
08:45	0.08	08:50	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
08:50	1.50	10:20	FRAC	Frac. Job	Frac Stage 5. Fluid System: Hybor G 16 Open Well, 1320# Icp. BrokeDown At 1555 Psi. And 9.5 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3579 Psi. And 71.3 Bpm. Get Isip, 1610 Psi., .67 FG., 38/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh Stage, Then To 1#, 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 1785 Psi., .70 FG. Total 100 Mesh: 20,000# Total 20/40 White: 166,800# Total 3% KCL: 83,705 Gals.. 1,993 Bbls.. Total Produced Water: 68,487 Gals.. 1,631 Bbls.. BWTR: 3876 Bbls. Max Rate: 72.1 Bpm Avg. Rate: 68.9 Bpm Max. Pressure: 4,106 Psi. Avg. Pressure: 2,882 Psi.
10:20	0.25	10:35	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
10:35	1.08	11:40	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 6,157 - 6,181'. Drop Down To Depth, Set CBP At 6,756', 1300 Psi. On Well. Perforate Stage 6 Castle Peak Zone As Follows: 6509 - 10, 6528 - 29, 6551 - 52, 6565 - 66, 6575 - 76, 6592 - 93, 6615 - 16, 6640 - 41, 6663 - 64, 6685 - 86, 6699 - 00, 6709 - 10, 6725 - 26, 6739 - 40. 1250 Psi. On Well. 42 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
11:40	0.08	11:45	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
11:45	1.42	13:10	FRAC	Frac. Job	Frac Stage 6. Fluid System: Hybor G 16 Open Well, 1176# Icp. BrokeDown At 1845 Psi. And 9.8 Bpm. Pump 3900 Gals. 15% Acid With 84 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 2836 Psi. And 70.4 Bpm. Get Isip, 1336 Psi., .64 FG., 42/42 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh Stage, Then To 1#, 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 1957 Psi., .74 FG. Total 100 Mesh: 20,000# Total 20/40 White: 167,500# Total 3% KCL: 83,898 Gals.. 1,997 Bbls.. Total Produced Water: 67,916 Gals.. 1,617 Bbls. BWTR: 3875 Bbls. Max Rate: 72.1 Bpm Avg. Rate: 69.1 Bpm Max. Pressure: 3,221 Psi. Avg. Pressure: 2,512 Psi.
13:10	0.25	13:25	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
13:25	1.00	14:25	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 6,157 - 6,181'. Drop Down To Depth, Set CBP At 6,463', 1350 Psi. On Well. Perforate Stage 7 Black Shale Zone As Follows: 6266 - 68, 6273 - 74, 6283 - 84, 6311 - 12, 6321 - 22, 6355 - 56, 6409 - 10, 6429 - 30, 6447 - 48. 1000 Psi. On Well. 30 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
14:25	0.08	14:30	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
14:30	1.59	16:05	FRAC	Frac. Job	Frac Stage 7. Fluid System: Hybor G 16 Open Well, 456# Icp. BrokeDown At 2314 Psi. And 9.7 Bpm. Pump 3900 Gals. 15% Acid With 60 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3430 Psi. And 62.4 Bpm. Get Isip, 1560 Psi., .68 FG., 30/30 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh Stage, Then To 1#, 2#, 3#, 3.5#, And 4# 20/40 White Stages. Isdp, 1953 Psi., .75 FG. Total 100 Mesh: 15,920# Total 20/40 White: 120,920# Total 3% KCL: 65,196 Gals.. 1,552 Bbls.. Total Produced Water: 53,341 Gals.. 1,270 Bbls.. BWTR: 2991 Bbls. Max Rate: 70.9 Bpm Avg. Rate: 68.8 Bpm Max. Pressure: 4,022 Psi. Avg. Pressure: 3,881 Psi.
16:05	0.33	16:25	CTUW	W/L Operation	Turn Well Over To W/L, Pick-Up Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equlaize And Open.
16:25	1.00	17:25	PFRT	Perforating	RIH With 3 1/8" CCL, Sinker Bar And HES CBP. Correlating To HES Spectral Density/Dual Spaced Neutron Dated 04/23/2012 And SBL CBL/CCL Dated 04/30/2012. Found And Correlated To Marker Joint At 6,157 - 6,181'. Drop Down To Depth, Set CBP At 6,200'. 1150 Psi. On Well. POOH. Bleed Pressure Off Well. LD Tools. WSI And Secured.
17:25	2.00	19:25	SRIG	Rig Up/Down	SLB And HES RigDown Equipment, Move Off Location.
19:25	10.58	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD. Batch Water For WorkOver.

4-17D-45 BTR 5/18/2012 06:00 - 5/19/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	LOCL	Lock Wellhead & Secure	WSI.
15:00	0.50	15:30	SMTG	Safety Meeting	JSA Safety Meeting.
15:30	0.50	16:00	SRIG	Rig Up/Down	Set Anchors, MIRU w/o rig.

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
16:00	0.50	16:30	BOPI	Install BOP's	Bled off Pressure from Csg. ND Frac tree & Frac Sleeve, NU 7 1/16" 5K Double gate, NU 7 1/16" 5K Drilling Spool, NU 7 1/16" 5K Annular, Change out element & function test.
16:30	0.50	17:00	SRIG	Rig Up/Down	RU work floor & Tbg. equip.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	Secure well for the night. WSI.

4-17D-45 BTR 5/19/2012 06:00 - 5/20/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	1.00	08:30	GOP	General Operations	Unload Tbg 2 7/8" L80 EUE. 6.5#
08:30	2.50	11:00	RUTB	Run Tubing	PU 4 3/4" 4 Blade drag bit.l, 2 7/8" POB sub 3 1/8"O.D. w/float, 1 Jt. 2 7/8" L80 6.5# Tbg., 2.205" XN Nipple, 1 Jt., 2.313" X Nipple, & Tbg. Tag Kill Plug @ 6200'.
11:00	0.50	11:30	SRIG	Rig Up/Down	RU Power Swivel & Rig Pump.
11:30	5.50	17:00	DOPG	Drill Out Plugs	Make connection to plug. Establish circ. w/ Rig pump @ 2 Bbls./min. Returning 3 Bbls./min. Drill Plugs as follows: Plg.@ 6200', Csg.-500# Plg.@ 6463', 30' of sand. Csg.-500# Plg.@ 6756', 30' of sand. Csg.-600# Plg.@ 7040', 45' of sand. Csg.-800# Plg.@ 7354', 30' of sand. Csg.-900# Plg.@ 7670', 40' of sand. Csg.-800# Circulated Bottoms up.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	Secure well for the night. WSI.

4-17D-45 BTR 5/20/2012 06:00 - 5/21/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506870000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,354.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00			WSI.
06:00		06:00			JSA Safety Meeting.
06:00	6.00	12:00	CLN	Clean Out Hole	Establish circ. w/ Rig pump @ 2 Bbls./min. Returning 3 Bbls./min. Drill Plugs as follows: Plg.@ 7908', 45' of sand. Csg.-900# Clean out to FC @ 8268' Circulated Bottoms up.
12:00	0.50	12:30	SRIG	Rig Up/Down	RD Power Swivel.
12:30	1.00	13:30	PULT	Pull Tubing	lay down tbg. to landing depth.

Bill Barrett Corporation

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
13:30	1.50	15:00	GOP	General Operations	PU Hanger, Wash bowl w/ 5 Bbls. Stage hanger thru BOP stack. Pull test 10k over string weight. Land Tbg. as follows: Tubing Des: Tubing - Production Set Depth (ftKB): 6,195.4 Run Date: 2012/05/20 07:30 Pull Date: Tubing Components Jts (ftKB) Item Des Btm (ftKB) OD (in) ID (in) Wt (lb/ft) Grade Len (ft) Top 1 Tubing Hanger 0.4 5 2.441 6.5 L-80 0.44 0 194 Tubing 0.4 6,128.90 2 7/8 2.441 6.5 L-80 6,128.46 1 X Nipple 6,130.20 2 7/8 2.313 6.5 L-80 1.25 6,128.90 1 Tubing 6,161.70 2 7/8 2.441 6.5 L-80 31.59 6,130.20 1 XN Nipple 6,162.90 2 7/8 2.205 6.5 L-80 1.19 6,161.70 1 Tubing 6,194.50 2 7/8 2.441 6.5 L-80 31.59 6,162.90 1 POB sub 6,195.40 3 1/8 2.441 0.85 6,194.50
15:00	0.50	15:30	BOPR	Remove BOP's	ND BOP, NU Produciton Tree.
15:30	0.50	16:00	GOP	General Operations	Tie in sand trap to sales. Drop ball pump off bit & chase w/ 30 Bbls. @ 4 Bbls./min.
16:00	1.00	17:00	SRIG	Rig Up/Down	RDMO w/o Rig.
17:00	11.50	04:30	FBCK	Flowback Well	Put well on Production.

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 142OH62642

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 4-17D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013506870000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0595 FNL 0468 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 17 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/31/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	✓ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests permission to flare tribal lease wells in our Blacktail Ridge development area located in the Starvation area while El Paso upgrades their existing 6-inch pipeline to a 12-inch to handle current gas production rates. Current operating pressures are approximately 100 psi and the upgrade of the existing line will eliminate the current back pressure concerns such as reservoir damage, surface facility safety issues, production curtailment and lower wellbore recoveries. Additional details are attached.

Accepted by the Utah Division of Oil, Gas and Mining

Date: June 14, 2012

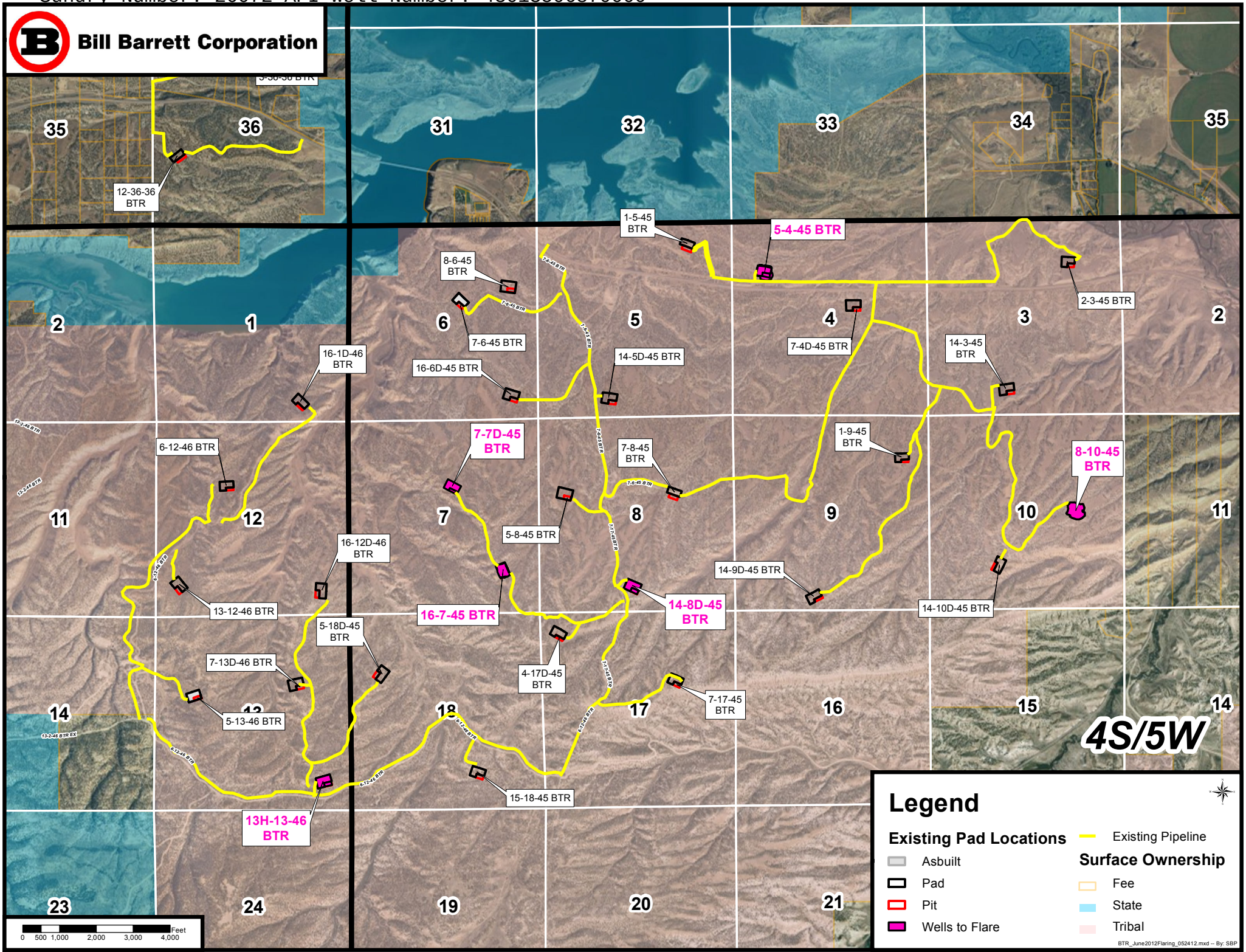
By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 5/29/2012

RECEIVED: May. 29, 2012

The gas will be flared at the six locations shown on the attached map (5-4-45, 7-7D-45, 8-10-45, 13H-13-46, 14-8D-45, or 16-7-45 wellsites). The flares utilized for combusting the gas have a combustion efficiency of approximately 98%. There are no other delivery points besides the bridge crossing at this point; therefore, associated gas from the oil wells will be flared to continue production of tribal minerals. BBC is requesting flare approval from May 31, 2012 to July 31, 2012 to allow for any potential construction delays. BBC would immediately begin flowing to the pipeline at such time construction is complete. Emergency Dispatch will be notified of the flaring operations. The flaring will also be monitored 24 hours a day by BBC personnel. BBC will still be metering the gas at the wellhead to continue royalty payments. BBC has spoken with the tribe and received their acceptance 05/24/2012 and received BLM sundry approval on 5/24/12.

RECEIVED: May. 29, 2012



RECEIVED: May. 29, 2012

Form 3160-4
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No. 1420H626402

1a. Type of Well ☒ Oil Well ☐ Gas Well ☐ Dry ☐ Other
b. Type of Completion ☒ New Well ☐ Work Over ☐ Deepen ☐ Plug Back ☐ Diff. Resvr.
Other

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

2. Name of Operator: BILL BARRETT CORPORATION — Contact: JULIE WEBB — E-Mail: jwebb@billbarrettcorp.com

8. Lease Name and Well No.: 4-17D-45 BTR

3. Address: 1099 18TH STREET SUITE 2300, DENVER, CO 80202

3a. Phone No. (include area code): Ph: 303-312-8714

9. API Well No.: 43-013-50687

4. Location of Well (Report location clearly and in accordance with Federal requirements)*

At surface: NWNW 595FNL 468FWL

At top prod interval reported below: NWNW 830FNL 811FWL

At total depth: NWNW 889FNL 787FWL BHL by HSM

10. Field and Pool, or Exploratory: UNDESIGNATED

11. Sec., T., R., M., or Block and Survey or Area: Sec 17 T4S R5W Mer UBM

12. County or Parish: DUCHESNE

13. State: UT

14. Date Spudded	15. Date T.D. Reached	16. Date Completed	17. Elevations (DF, KB, RT, GL)*
04/09/2012	04/22/2012	☐ D & A ☒ Ready to Prod. 05/20/2012	6456 GL

18. Total Depth:	19. Plug Back T.D.:	20. Depth Bridge Plug Set:
MD 8354 TVD 8324	MD 8269 TVD ~~8239~~ ~~8260~~	MD TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
CBL, MUD, TRIPLE COMBO, BOREHOLE SD, DSN, DL, MSF
2X X

22. Was well cored? ☒ No ☐ Yes (Submit analysis)
Was DST run? ☒ No ☐ Yes (Submit analysis)
Directional Survey? ☐ No ☒ Yes (Submit analysis)

23. Casing and Liner Record *(Report all strings set in well)*

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sks. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	75.0	0	104	104			0	
12.250	9.625 J-55	36.0	0	2308	2308	600	260	0	
8.625	5.500 P-110	17.0	0	8354	8354	1258	618	2880	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	6195							

25. Producing Intervals / 26. Perforation Record

	Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A)	GREEN RIVER	6266	7022	6266 TO 7022	0.360	117	OPEN
B)	WASATCH	7052	8190	7052 TO 8190	0.360	210	OPEN
C)							
D)							

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
6266 TO 7022	GREEN RIVER SEE TREATMENT STAGES 5 - 7
7052 TO 8190	WASATCH: SEE TREATMENT STAGES 1 - 4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
05/20/2012	05/27/2012	24	→	373.0	316.0	393.0	52.0		FLOWS FROM WELL

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status
20/64	600 SI	1400.0	→	373	316	393	847	POW

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status
			→					

RECEIVED
JUN 26 2012
Div. of Oil, Gas & Mining

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #141538 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	**Tbg. Press. Flwg. SI**	**Csg. Press.**	**24 Hr. Rate**	**Oil BBL**	**Gas MCF**	**Water BBL**	**Gas:Oil Ratio**	**Well Status**	
			→						

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	**Tbg. Press. Flwg. SI**	**Csg. Press.**	**24 Hr. Rate**	**Oil BBL**	**Gas MCF**	**Water BBL**	**Gas:Oil Ratio**	**Well Status**	
			→						

29. Disposition of Gas *(Sold, used for fuel, vented, etc.)*
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Meas. Depth
				GREEN RIVER	2543
				MAHOGANY	3160
				DOUGLAS CREEK	5395
				BLACK SHALE	6264
				CASTLE PEAK	6501
				UTELAND BUTTE	6806
				WASATCH	7036
				TD	8356

32. Additional remarks (include plugging procedure):
TOC was calculated by CBL. Conductor was cemented with grout. First gas sales was on 5/20/2012 and first oil sales was on 5/22/2012. Treatemet Data Attached.

CBL mailed due to file size.

33. Circle enclosed attachments:

1. Electrical/Mechanical Logs (1 full set req'd.)
2. Geologic Report
3. DST Report
4. Directional Survey
5. Sundry Notice for plugging and cement verification
6. Core Analysis
7 Other:

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #141538 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name *(please print)* JULIE WEBB Title PERMIT ANALYST

Signature (Electronic Submission) Julie Webb Date 06/26/2012

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fradulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

4-17D-45 BTR Report

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
Stage	***Bbls Slurry***	***20/40 White Sand***	***100 Mesh Sand***
1	3,535	156,900	
2	3,528	161,800	
3	3,912	184,100	
4	3,389	156,600	
5	3,877	166,800	20,000
6	3,863	167,800	19,700
7	2,977	120,920	15,920

*Depth intervals for frac information same as perforation record intervals.

Bill Barrett Corporation

Bill Barrett Corp.

Duchesne Co., UT (NAD27)
Sec.17-T4S-R5W
#4-17D-45 BTR

Wellbore #1

Survey: Survey #1

Standard Survey Report

23 April, 2012

Sharewell Energy Services

Bill Barrett Corporation

Bill Barrett Corp.
Project: Duchesne Co., UT (NAD27)
Site: Sec.17-T4S-R5W
Well: #4-17D-45 BTR
Wellbore: Wellbore #1
Design: Design #1
Latitude: 40° 8' 19.151 N
Longitude: 110° 28' 52.129 W
Ground Level: 6453.00
WELL @ 6477.00usft

Sharewell Energy Services

WELL DETAILS: #4-17D-45 BTR

+N/-S	+E/-W	Northing	Ground Level: 6453.00 Easting	Latittude	Longitude	Slot
0.00	0.00	659171.999	2284843.269	40° 8' 19.151 N	110° 28' 52.129 W	

WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
#4-17D-45 BTR Tgt	5777.00	-217.45	348.64	40° 8' 17.002 N	110° 28' 47.640 W	Rectangle (Sides: L200.00 W200.00)

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Annotation
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2400.00	0.00	0.00	2400.00	0.00	0.00	0.00	0.00	0.00	Start Build 1.50
2951.87	8.28	121.95	2949.95	-21.06	33.77	1.50	121.95	39.80	Start 2301.08 hold at 2951.87 MD
5252.94	8.28	121.95	5227.05	-196.39	314.87	0.00	0.00	371.10	Start Drop -1.50
5804.81	0.00	0.00	5777.00	-217.45	348.64	1.50	180.00	410.89	Start 2530.00 hold at 5804.81 MD
8334.81	0.00	0.00	8307.00	-217.45	348.64	0.00	0.00	410.89	TD at 8334.81

PROJECT DETAILS: Duchesne Co., UT (NAD27)

Geodetic System: US State Plane 1927 (Exact solution)
Datum: NAD 1927 (NADCON CONUS)
Ellipsoid: Clarke 1866
Zone: Utah Central 4302

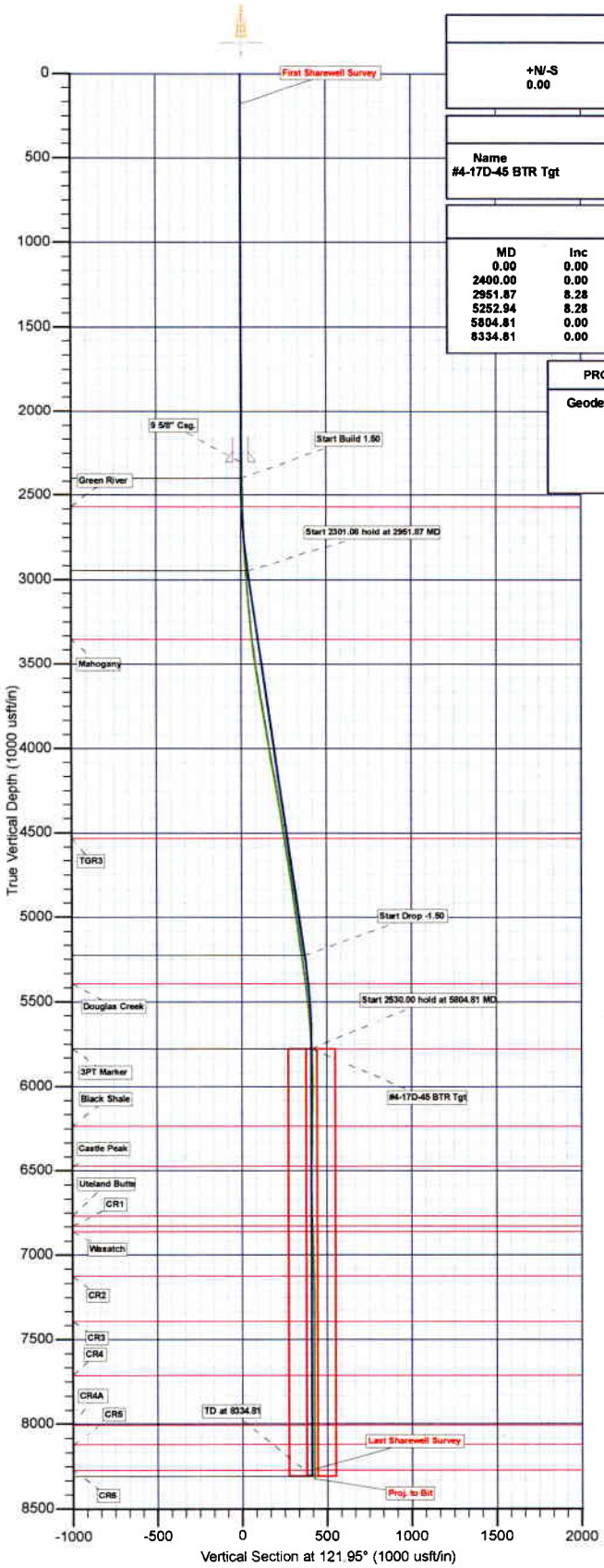
System Datum: Mean Sea Level

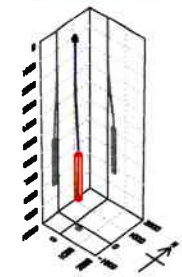
REFERENCE INFORMATION

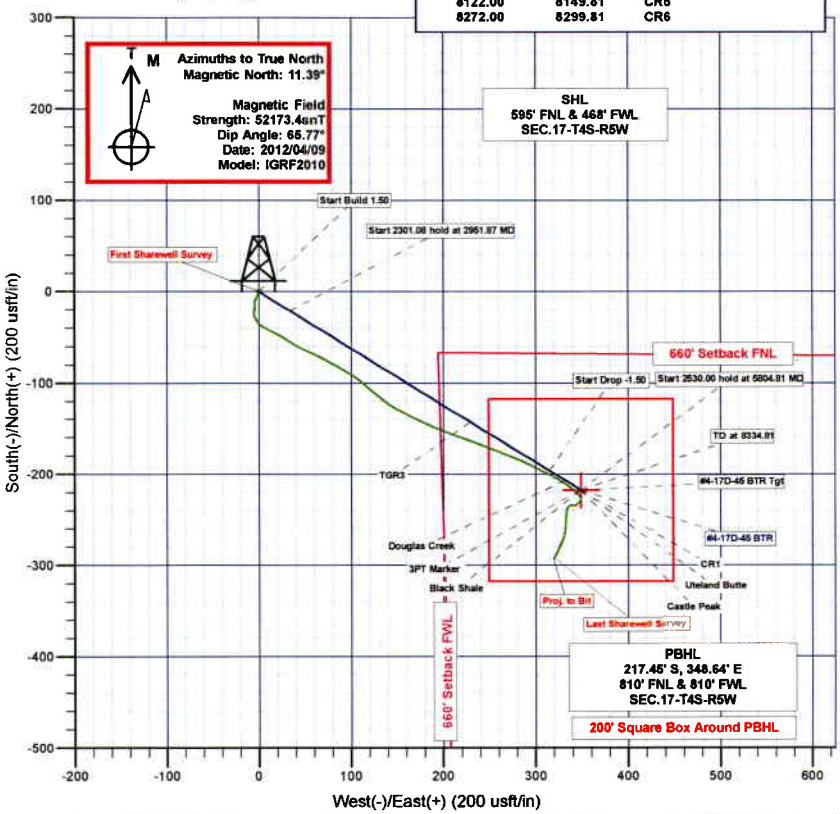
Co-ordinate (N/E) Reference: Well #4-17D-45 BTR, True North
Vertical (TVD) Reference: WELL @ 6477.00usft
Section (VS) Reference: Slot - (0.00N, 0.00E)
Measured Depth Reference: WELL @ 6477.00usft
Calculation Method: Minimum Curvature

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2567.00	2567.05	Green River
3352.00	3358.15	Mahogany
4532.00	4550.57	TGR3
5392.00	5419.16	Douglas Creek
5777.00	5804.81	3PT Marker
6232.00	6259.81	Black Shale
6472.00	6499.81	Castle Peak
6767.00	6794.81	Uteland Butte
6827.00	6854.81	CR1
6862.00	6889.81	Wasatch
7122.00	7149.81	CR2
7392.00	7419.81	CR3
7712.00	7739.81	CR4
8007.00	8034.81	CR4A
8122.00	8149.81	CR5
8272.00	8299.81	CR6







Plan: Design #1 (#4-17D-45 BTR/Wellbore #1)

Created By: BRET WOLFORD Date: 12:07, April 23 2012

Company:	Bill Barrett Corp.	**Local Co-ordinate Reference:**	Well #4-17D-45 BTR
Project:	Duchesne Co., UT (NAD27)	**TVD Reference:**	WELL @ 6477.00usft
Site:	Sec.17-T4S-R5W	**MD Reference:**	WELL @ 6477.00usft
Well:	#4-17D-45 BTR	**North Reference:**	True
Wellbore:	Wellbore #1	**Survey Calculation Method:**	Minimum Curvature
Design:	Wellbore #1	**Database:**	EDM 5000.1 Single User Db

Project	Duchesne Co., UT (NAD27)		
Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	Sec.17-T4S-R5W				
Site Position:		**Northing:**	659,172.004 usft	**Latitude:**	40° 8' 19.151 N
From:	Lat/Long	**Easting:**	2,284,843.268 usft	**Longitude:**	110° 28' 52.129 W
Position Uncertainty:	0.00 usft	**Slot Radius:**	13-3/16"	**Grid Convergence:**	0.65 °

Well	#4-17D-45 BTR					
Well Position	**+N/-S**	0.00 usft	**Northing:**	659,171.999 usft	**Latitude:**	40° 8' 19.151 N
	+E/-W	0.00 usft	**Easting:**	2,284,843.269 usft	**Longitude:**	110° 28' 52.129 W
Position Uncertainty		0.00 usft	**Wellhead Elevation:**	usft	**Ground Level:**	6,453.00 usft

Wellbore	Wellbore #1				
Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF2010	2012/04/09	11.39	65.77	52,173

Design	Wellbore #1				
Audit Notes:					
Version:	1.0	**Phase:**	ACTUAL	**Tie On Depth:**	0.00
Vertical Section:	**Depth From (TVD) (usft)**	**+N/-S (usft)**	**+E/-W (usft)**	**Direction (°)**	
	0.00	0.00	0.00	121.95	

Survey Program **Date** 2012/04/23

From (usft)	To (usft)	Survey (Wellbore)	Tool Name	Description
183.00	8,354.00	Survey #1 (Wellbore #1)	MWD	MWD - Standard

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
First Sharewell Survey									
183.00	0.40	61.40	183.00	0.31	0.56	0.31	0.22	0.22	0.00
276.00	0.40	68.70	276.00	0.58	1.15	0.67	0.05	0.00	7.85
368.00	0.30	50.60	367.99	0.85	1.63	0.94	0.16	-0.11	-19.67
521.00	0.20	14.40	520.99	1.36	2.01	0.98	0.12	-0.07	-23.66
612.00	0.10	298.80	611.99	1.55	1.98	0.86	0.22	-0.11	-83.08
704.00	0.30	249.10	703.99	1.51	1.68	0.63	0.27	0.22	-54.02
796.00	0.40	228.00	795.99	1.21	1.22	0.40	0.18	0.11	-22.93
856.00	0.50	219.20	855.99	0.86	0.90	0.31	0.20	0.17	-14.67
951.00	1.00	212.60	950.98	-0.16	0.19	0.24	0.53	0.53	-6.95
1,045.00	0.60	200.20	1,044.97	-1.31	-0.42	0.34	0.46	-0.43	-13.19
1,140.00	1.00	206.70	1,139.96	-2.52	-0.97	0.51	0.43	0.42	6.84

Company:	Bill Barrett Corp.	**Local Co-ordinate Reference:**	Well #4-17D-45 BTR
Project:	Duchesne Co., UT (NAD27)	**TVD Reference:**	WELL @ 6477.00usft
Site:	Sec.17-T4S-R5W	**MD Reference:**	WELL @ 6477.00usft
Well:	#4-17D-45 BTR	**North Reference:**	True
Wellbore:	Wellbore #1	**Survey Calculation Method:**	Minimum Curvature
Design:	Wellbore #1	**Database:**	EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
1,234.00	0.60	210.40	1,233.95	-3.67	-1.58	0.60	0.43	-0.43	3.94
1,329.00	0.50	202.70	1,328.95	-4.49	-1.99	0.68	0.13	-0.11	-8.11
1,424.00	1.10	191.30	1,423.94	-5.76	-2.33	1.07	0.65	0.63	-12.00
1,519.00	0.70	190.20	1,518.93	-7.23	-2.61	1.61	0.42	-0.42	-1.16
1,614.00	0.30	287.50	1,613.92	-7.72	-2.95	1.58	0.84	-0.42	102.42
1,709.00	1.00	225.50	1,708.92	-8.23	-3.78	1.15	0.95	0.74	-65.26
1,803.00	1.20	184.90	1,802.90	-9.79	-4.45	1.40	0.84	0.21	-43.19
1,898.00	0.40	154.40	1,897.89	-11.08	-4.39	2.13	0.93	-0.84	-32.11
1,993.00	0.70	181.00	1,992.89	-11.96	-4.26	2.71	0.41	0.32	28.00
2,087.00	0.90	188.30	2,086.88	-13.26	-4.38	3.30	0.24	0.21	7.77
2,182.00	1.30	182.20	2,181.86	-15.08	-4.53	4.14	0.44	0.42	-6.42
2,242.00	1.50	182.20	2,241.84	-16.54	-4.58	4.87	0.33	0.33	0.00
2,399.00	2.00	190.30	2,398.77	-21.29	-5.15	6.90	0.35	0.32	5.16
2,494.00	1.60	178.30	2,493.72	-24.25	-5.41	8.24	0.58	-0.42	-12.63
2,589.00	1.80	161.90	2,588.68	-26.99	-4.91	10.12	0.55	0.21	-17.26
2,684.00	2.30	151.70	2,683.62	-30.09	-3.54	12.92	0.65	0.53	-10.74
2,779.00	3.40	138.50	2,778.50	-33.88	-0.77	17.28	1.34	1.16	-13.89
2,874.00	3.90	126.80	2,873.31	-37.92	3.69	23.20	0.94	0.53	-12.32
2,968.00	3.60	119.90	2,967.11	-41.31	8.80	29.33	0.58	-0.32	-7.34
3,063.00	4.90	115.40	3,061.85	-44.53	15.05	36.34	1.41	1.37	-4.74
3,158.00	5.40	119.10	3,156.46	-48.45	22.63	44.84	0.63	0.53	3.89
3,252.00	5.40	119.80	3,250.05	-52.80	30.33	53.67	0.07	0.00	0.74
3,347.00	6.60	122.60	3,344.52	-57.96	38.81	63.60	1.30	1.26	2.95
3,442.00	7.50	116.20	3,438.81	-63.64	48.97	75.23	1.26	0.95	-6.74
3,537.00	8.40	113.80	3,532.89	-69.18	60.88	88.27	1.01	0.95	-2.53
3,632.00	9.10	117.60	3,626.79	-75.46	73.89	102.63	0.96	0.74	4.00
3,727.00	9.60	120.60	3,720.53	-82.97	87.37	118.04	0.73	0.53	3.16
3,822.00	10.20	121.90	3,814.11	-91.45	101.32	134.37	0.67	0.63	1.37
3,916.00	9.80	131.00	3,906.69	-101.10	114.43	150.59	1.73	-0.43	9.68
4,011.00	9.40	132.10	4,000.36	-111.60	126.29	166.21	0.46	-0.42	1.16
4,106.00	9.70	124.40	4,094.05	-121.32	138.65	181.85	1.38	0.32	-8.11
4,201.00	9.40	119.50	4,187.73	-129.67	152.00	197.59	0.91	-0.32	-5.16
4,296.00	9.40	118.90	4,281.45	-137.24	165.55	213.09	0.10	0.00	-0.63
4,390.00	9.60	113.00	4,374.17	-144.01	179.48	228.50	1.06	0.21	-6.28
4,484.00	9.10	113.10	4,466.92	-149.99	193.54	243.59	0.53	-0.53	0.11
4,579.00	9.30	110.60	4,560.70	-155.64	207.63	258.54	0.47	0.21	-2.63
4,674.00	8.60	110.50	4,654.54	-160.82	221.47	273.03	0.74	-0.74	-0.11
4,769.00	8.20	109.80	4,748.52	-165.61	234.50	286.61	0.43	-0.42	-0.74
4,864.00	8.40	111.00	4,842.52	-170.39	247.35	300.05	0.28	0.21	1.26
4,959.00	8.20	111.70	4,936.53	-175.38	260.12	313.52	0.24	-0.21	0.74
5,054.00	8.30	113.50	5,030.55	-180.62	272.71	326.97	0.29	0.11	1.89
5,148.00	8.40	113.20	5,123.55	-186.03	285.24	340.47	0.12	0.11	-0.32
5,243.00	7.60	115.00	5,217.63	-191.42	297.31	353.57	0.88	-0.84	1.89
5,338.00	7.00	119.80	5,311.86	-196.95	308.03	365.59	0.90	-0.63	5.05
5,433.00	6.90	118.10	5,406.16	-202.51	318.08	377.06	0.24	-0.11	-1.79
5,528.00	6.90	121.90	5,500.47	-208.22	327.96	388.46	0.48	0.00	4.00
5,623.00	5.50	126.00	5,594.91	-213.91	336.49	398.71	1.54	-1.47	4.32
5,718.00	4.10	131.00	5,689.58	-218.81	342.74	406.61	1.54	-1.47	5.26
5,813.00	3.00	149.60	5,784.40	-223.19	346.56	412.17	1.66	-1.16	19.58
5,908.00	2.10	168.50	5,879.30	-227.04	348.16	415.56	1.28	-0.95	19.89
6,002.00	1.30	192.00	5,973.26	-229.77	348.29	417.11	1.11	-0.85	25.00
6,097.00	1.60	246.70	6,068.24	-231.35	346.84	416.72	1.43	0.32	57.58
6,192.00	1.50	222.90	6,163.20	-232.78	344.78	415.73	0.68	-0.11	-25.05
6,285.00	1.40	218.40	6,256.17	-234.56	343.25	415.37	0.16	-0.11	-4.84

Company:	Bill Barrett Corp.	**Local Co-ordinate Reference:**	Well #4-17D-45 BTR
Project:	Duchesne Co., UT (NAD27)	**TVD Reference:**	WELL @ 6477.00usft
Site:	Sec.17-T4S-R5W	**MD Reference:**	WELL @ 6477.00usft
Well:	#4-17D-45 BTR	**North Reference:**	True
Wellbore:	Wellbore #1	**Survey Calculation Method:**	Minimum Curvature
Design:	Wellbore #1	**Database:**	EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
6,380.00	2.40	295.05	6,351.13	-234.63	340.72	413.27	2.61	1.05	80.68
6,475.00	2.80	250.60	6,446.04	-234.56	336.73	409.84	2.11	0.42	-46.79
6,570.00	1.90	198.20	6,540.97	-236.83	334.05	408.77	2.34	-0.95	-55.16
6,665.00	2.70	191.20	6,635.89	-240.52	333.12	409.94	0.89	0.84	-7.37
6,760.00	3.10	183.50	6,730.77	-245.28	332.53	411.95	0.59	0.42	-8.11
6,855.00	3.30	183.50	6,825.63	-250.57	332.21	414.48	0.21	0.21	0.00
6,950.00	3.30	182.30	6,920.47	-256.03	331.93	417.14	0.07	0.00	-1.26
7,045.00	3.70	186.30	7,015.29	-261.81	331.49	419.82	0.49	0.42	4.21
7,140.00	2.50	197.60	7,110.15	-266.83	330.52	421.66	1.41	-1.26	11.89
7,235.00	1.30	195.60	7,205.10	-269.84	329.61	422.47	1.26	-1.26	-2.11
7,329.00	0.40	169.90	7,299.09	-271.19	329.38	422.99	1.02	-0.96	-27.34
7,424.00	0.70	206.30	7,394.08	-272.04	329.18	423.27	0.47	0.32	38.32
7,519.00	0.80	194.30	7,489.07	-273.20	328.76	423.53	0.20	0.11	-12.63
7,614.00	1.10	207.20	7,584.06	-274.66	328.18	423.81	0.39	0.32	13.58
7,708.00	1.60	204.10	7,678.03	-276.66	327.23	424.06	0.54	0.53	-3.30
7,803.00	0.90	218.70	7,773.01	-278.45	326.22	424.16	0.80	-0.74	15.37
7,898.00	1.70	192.20	7,867.99	-280.41	325.46	424.54	1.03	0.84	-27.89
7,993.00	1.30	218.10	7,962.95	-282.64	324.49	424.90	0.82	-0.42	27.26
8,088.00	1.80	198.20	8,057.92	-284.90	323.36	425.14	0.77	0.53	-20.95
8,183.00	1.80	211.30	8,152.87	-287.59	322.12	425.52	0.43	0.00	13.79
8,278.00	2.30	208.50	8,247.81	-290.54	320.44	425.65	0.54	0.53	-2.95
Last Sharewell Survey									
8,298.00	2.50	205.20	8,267.80	-291.29	320.06	425.72	1.22	1.00	-16.50
Proj. to Bit									
8,354.00	2.50	205.20	8,323.74	-293.50	319.02	426.01	0.00	0.00	0.00

Survey Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates +N/-S (usft)	Local Coordinates +E/-W (usft)	Comment
183.00	183.00	0.31	0.56	First Sharewell Survey
8,298.00	8,267.80	-291.29	320.06	Last Sharewell Survey
8,354.00	8,323.74	-293.50	319.02	Proj. to Bit

Checked By: _____ Approved By: _____ Date: _____

Division of Oil, Gas and Mining
Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666		Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668		Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696		Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697		Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700		Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803		Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804		Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805		Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806		Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807		Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808		Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809		Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812		Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847		Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848		Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850		Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862		Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871		Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872		Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897		Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905		Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907		Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974		Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975		Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001		Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002		Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007		Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008		Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009		Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010		Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016		Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030		Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031		Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055		Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057		Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059		Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060		Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092		Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096		Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115		Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116		Indian	Fee	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
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LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation
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LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
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4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
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LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA

Bill Barrett Corporation

October 20, 2016

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD formchanging the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:
RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone:(801) 683-4245
Fax:(801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley

Brady Riley
Permit Analyst

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER	8. WELL NAME and NUMBER: (see attached well list)
2. NAME OF OPERATOR: RIG II, LLC N4055	9. API NUMBER:
3. ADDRESS OF OPERATOR: 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087 / PHONE NUMBER: (801) 683-4245	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL — FOOTAGES AT SURFACE: (see attached well list)	COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit In Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 11/1/2016	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO Rig II, LLC BY BILL BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N2165

Duane Zavadil NAME (PLEASE PRINT)

SIGNATURE

Senior Vice President - EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain NAME (PLEASE PRINT)

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager

SIGNATURE DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	**Transfer approved Application for Permit to Drill to new operator**
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	**Yes**	**No**
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. 9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA	✓	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager

Signature Jesse McSwain Date 10/20/16

Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

(3/2004)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
6-32-36 BTR SWD	4301350921
Location of Well	Field or Unit Name
Footage : 1628 FNL 1553 FWL County : DUCHENSE	CEDAR RIM
QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature:
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature:
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by:
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
16-6D-46 BTR SWD	4301350781
Location of Well	Field or Unit Name
Footage : 0200 FSL 0099 FEL County : DUCHESNE	ALTAMONT
QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature: [signature]
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: [signature]
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: [signature]
Title: UIC

Approval Date: 11/3/16

Comments:

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
SWD 9-36 BTR	4301350646
Location of Well	Field or Unit Name
Footage : 0539 FSL 0704 FEL County : DUCHESNE	CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature: [signature]
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: [signature]
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments: This well was approved by USEPA. EPA approval will be required.

(5/2000)